



Item #49

**Zoning Ordinances/Restrictive Covenants
CITY OF AUSTIN
RECOMMENDATION FOR COUNCIL ACTION**

AGENDA DATE: 4/6/2006

Subject: C814-05-0069 - Watersedge PUD - Approve second/third readings of an ordinance amending Chapter 25-2 of the Austin City Code by rezoning property locally known as 3700 Doctor Scott Drive and State Highway 71 East (Colorado River, Dry Creek and Onion Creek Watersheds) from interim-rural residence (I-RR) district zoning to planned unit development (PUD) district zoning with conditions. First reading approved on February 16, 2006. Vote: 7-0. Applicant: MAK Marshall Ranch, L.P. (Curtis Davidson). Agent: Armbrust and Brown (David Armbrust). City Staff: Sherri Sirwaitis, 974-3057.

Requesting Department: NPZD

For More Information: Sherri Sirwaitis, 974-3057

SECOND/THIRD READING SUMMARY SHEET

ZONING CASE NUMBER: C814-05-0069 (Watersedge PUD)

REQUEST:

Approve second/third readings of an ordinance amending Chapter 25-2 of the Austin City Code, zoning the property locally known as 3700 Doctor Scott Drive and State Highway 71 East from I-RR (Interim-Rural Residence District) zoning to Planned Unit Development (PUD) zoning, subject to the following conditions:

1. The conditions of the PUD shall be established in the proposed Land Use Plan - "Attachment A".
2. Land uses for the PUD will comply with the Watersedge PUD Permitted Uses Table, known as Exhibit D on Sheet 1 of the proposed Watersedge PUD Land Use Plan - "Attachment A".
3. The development of the PUD shall be in accordance with use and site development regulations set forth in the Site Development Criteria Table, Additional Site Development Regulations Table, Maximum Densities Table, and Watersedge Maximum Residential Densities Land Use Summary Table on located on Sheet 1 of the PUD Land Use Plan and the Special Permitted Uses for PUD Areas(a) provided as "Attachment B".
4. The development of the PUD site will be subject to the attached TIA memorandum from Watershed Protection and Development Review (WPDR) Department dated December 2, 2005 - "Attachment C". The TIA memo limits the site development to uses and intensities that will not exceed or vary from the projected traffic conditions assumed in the final TIA [WHM Transportation Engineering Consultants, Inc.- September 14, 2005].
5. An agreement for the dedication of approximately 75 acres of parkland area to Travis County shall be reviewed and approved by the City of Austin Parks and Recreation Department prior to third (final) reading of this zoning case at City Council.
6. The PUD shall utilize an integrated pest management plan (IPM), which shall include a homeowner's education program.
7. The applicant shall draft an agreement with the City of Austin Fire Department to allow for the reservation and dedication of a parcel within the PUD to be utilized for a future Fire/EMS facility before the third (final) reading of this case at City Council.

The Ordinance and public restrictive covenant reflect those conditions imposed by Council on 1st reading.

OWNER/APPLICANT: MAK Marshall Ranch, L.P. (Curtis S. Davidson)

AGENT: Armbrust & Brown, L.L.P. (David Armbrust)

DATE OF FIRST READING/VOTE: February 16, 2006/ Approved PUD amendment with conditions by consent on 1st reading (7-0); R. Alvarez-1st, B. Dunkerley-2nd

CITY COUNCIL DATE: April 6, 2006

CITY COUNCIL ACTION:

ASSIGNED STAFF: Sherri Sirwaitis

PHONE: 974-3057
sherri.sirwaitis@ci.austin.tx.us

ZONING CHANGE REVIEW SHEET

CASE: C814-05-0069

Z.A.P. DATE: January 17, 2006

ADDRESS OF PROPOSED CHANGE: 3700 Doctor Scott Drive/State Highway 71

APPLICANT/OWNER: MAK Marshall Ranch, L.P. (Curtis S. Davidson)

AGENT: Armbrust & Brown, L.L.P. (David Armbrust)

ZONING FROM: I-RR

TO: PUD

AREA: 417.93 acres

SUMMARY STAFF RECOMMENDATION:

The staff recommendation is to approve the Watersedge Planned Unit Development (PUD) subject to the following conditions:

1. The conditions of the PUD shall be established in the proposed Land Use Plan - "Attachment A".
2. Land uses for the PUD will comply with the Watersedge PUD Permitted Uses Table, known as Exhibit D on Sheet 1 of the proposed Watersedge PUD Land Use Plan - "Attachment A".
3. The development of the PUD shall be in accordance with use and site development regulations set forth in the Site Development Criteria Table, Additional Site Development Regulations Table, Maximum Densities Table, and Watersedge Maximum Residential Densities Land Use Summary Table on located on Sheet 1 of the PUD Land Use Plan and the Special Permitted Uses for PUD Areas(a) provided as "Attachment B".
4. The development of the PUD site will be subject to the attached TIA memorandum from Watershed Protection and Development Review (WPDR) Department dated December 2, 2005 - "Attachment C". The TIA memo limits the site development to uses and intensities that will not exceed or vary from the projected traffic conditions assumed in the final TIA [WHM Transportation Engineering Consultants, Inc.- September 14, 2005].
5. An agreement for the dedication of approximately 75 acres of parkland area to Travis County shall be reviewed and approved by the City of Austin Parks and Recreation Department prior to third (final) reading of this zoning case at City Council.
6. The PUD shall utilize an integrated pest management plan (IPM), which shall include a homeowner's education program.
7. The applicant shall draft an agreement with the City of Austin Fire Department to allow for the reservation and dedication of a parcel within the PUD to be utilized for a future Fire/EMS facility before the third (final) reading of this case at City Council.

ISSUES:

The applicant is requesting a waiver from the detention requirements of the Land Development Code for the Onion Creek Watershed. This waiver is not recommended by the staff.*

* On February 14, 2006, the applicant sent an e-mail to the staff asking for a withdrawal of the request for waiver from detention for the Onion Creek Watershed.

In addition, the applicant and the City of Austin Fire Department have been in the process of negotiating a possible fire station site as part of the PUD. At this time, the proposal from the applicant to allow the City the first right of refusal for a future fire/EMS station site is not acceptable to the Fire Department. The Fire Department would need a reservation and dedication of a parcel within the PUD. The first right of refusal for a parcel within the PUD is not a benefit to the Fire Department because they do not know when they will have a need for the site and if the City's budget will allow for the acquisition of the property.*

*Through active negotiations between the applicant and the City of Austin Fire Department, both parties have reached an agreement to create a new parcel (A-2A) within the PUD to allow specifically for a Safety Services use. The information is included in the revised land use plan, draft ordinance, and restrictive covenant attached at the end of this case report.

DEPARTMENT COMMENTS:

Staff supports the proposed PUD because it will allow the applicant to create a superior residential and retail development on a tract of land that has topographical constraints:

- 1) The applicant is dedicating approximately 75 acres of park land to Travis County to be developed in conjunction with the Travis County Southeast Metropolitan Park to the west. Development under conventional zoning on this site would only require 22.90 acres for parkland dedication.
- 2) An additional 10.24 acres of Community Park and Homeowner's Association maintained parks shall be provided for the PUD development.
- 3) There is a proposed voluntary 50-foot setback from the centerline of tributaries adjacent to the site which shall drain 64 acres or more.
- 4) Based on the proposed uses and standards for this property, conventional development would have an overall impervious cover of 65% for this site. The applicant has agreed to voluntarily limit the impervious cover for the property in the PUD to 49.9% Net Site Area.
- 5) The applicant will cluster housing development within the PUD area to preserve steep slopes, trees and three existing stock ponds.
- 6) The PUD plan will include a trail/green belt system throughout the residential areas to the banks of Onion Creek at the Colorado River that will connect with a regional trail system in the Travis County Southeast Metropolitan Park.
- 7) The proposed PUD qualifies for the City of Austin SMART Housing program. The applicant is planning to develop a 2,000 unit single and multifamily development in which 30% of the units will serve households at or below 80% Median Family Income (MFI) or below (SMART Housing Certification Letter – Attachment D).
- 8) The development will comply with a One Star rating in the Austin Green Building Program.
- 9) The applicant will utilize an integrated pest management plan (IPM), which shall include a homeowner's education program.

- 10) The applicant is working with the City of Austin Fire Department to create and agreement which would allow for the reservation and dedication of a parcel within the PUD to be utilized for a future Fire/EMS facility

ZONING AND PLATTING COMMISSION RECOMMENDATION:

1/17/06: Approved staff's recommendation for PUD district zoning by consent (7-0, K. Jackson, J. Gohil-absent); J. Martinez-1st, M. Hawthorne-2nd.

AREA STUDY: N/A

TIA: Yes

WATERSHED: Colorado River, Dry Creek, Onion Creek

DESIRED DEVELOPMENT ZONE: Yes

CAPITOL VIEW CORRIDOR: N/A

HILL COUNTRY ROADWAY: N/A

NEIGHBORHOOD ORGANIZATIONS:

Onion Creek Homeowners Association

SCHOOLS:

Del Valle Elementary
Del Valle Junior High (Middle School)
Del Valle High School

CASE HISTORIES: N/A

RELATED CASES: C7L-05-003 (Voluntary Limited Purpose Annexation case approved by the City on September 9, 2005)

CASE MANAGER: Sherri Sirwaitis

PHONE: 974-3057

sherri.sirwaitis@ci.austin.tx.us

CITY COUNCIL DATE: February 16, 2006

ACTION: Approved PUD amendment with conditions by consent on 1st reading (7-0); R. Alvarez-1st, B. Dunkerley-2nd.

April 6, 2006

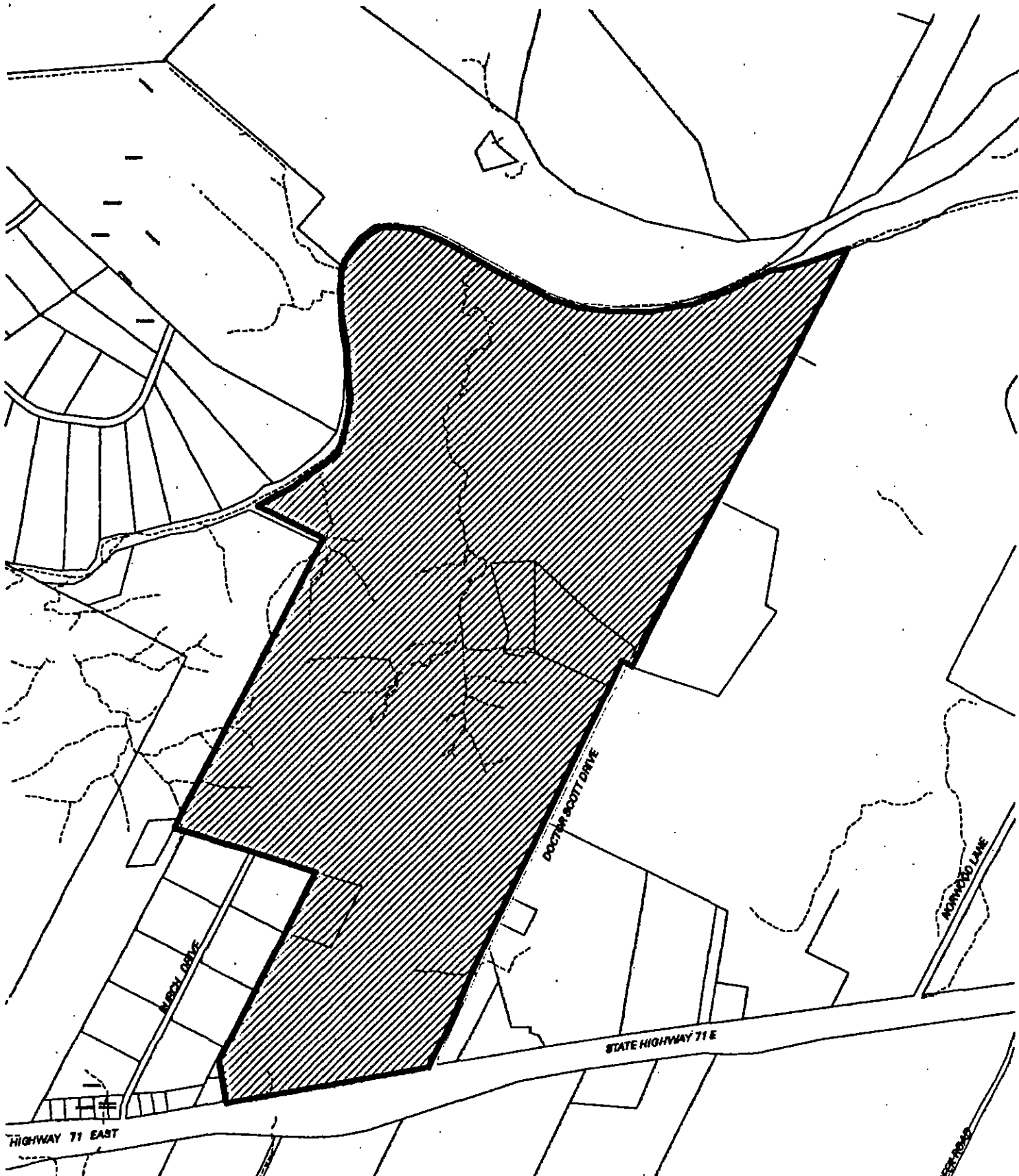
ACTION:





ORDINANCE READINGS: 1st

2nd

3rd

ORDINANCE NUMBER:



 1" = 1000'	<p>SUBJECT TRACT PENDING CASE ZONING BOUNDARY CASE MGR: B. BIRWAITIS</p> <p>  </p>	<p>PLANNED UNIT DEVELOPMENT</p> <p>CASE #: C814-05-0069</p> <p>ADDRESS: 3700 DOCTOR SCOTT DR</p> <p>SUBJECT AREA (acres): 417.830</p> <p>DATE: 05-06</p> <p>INTLS: SM</p>	<p>CITY GRID REFERENCE NUMBER</p> <p>R15-17</p>
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STAFF RECOMMENDATION

The staff recommendation is to approve the Watersedge Planned Unit Development (PUD) subject to the following conditions:

1. The conditions of the PUD shall be established in the proposed Land Use Plan - "Attachment A".
2. Land uses for the PUD will comply with the Watersedge PUD Permitted Uses Table, known as Exhibit D on Sheet 1 of the proposed Watersedge PUD Land Use Plan - "Attachment A".
3. The development of the PUD shall be in accordance with use and site development regulations set forth in the Site Development Criteria Table, Additional Site Development Regulations Table, Maximum Densities Table, and Watersedge Maximum Residential Densities Land Use Summary Table on located on Sheet 1 of the PUD Land Use Plan and the Special Permitted Uses for PUD Areas(a) provided as "Attachment B".
4. The development of the PUD site will be subject to the attached TIA memorandum from Watershed Protection and Development Review (WPDR) Department dated December 2, 2005 - "Attachment C". The TIA memo limits the site development to uses and intensities that will not exceed or vary from the projected traffic conditions assumed in the final TIA [WHM Transportation Engineering Consultants, Inc.- September 14, 2005].
5. An agreement for the dedication of approximately 75 acres of parkland area to Travis County shall be reviewed and approved by the City of Austin Parks and Recreation Department prior to third (final) reading of this zoning case at City Council.
6. The PUD shall utilize an integrated pest management plan (IPM), which shall include a homeowner's education program.
7. The applicant shall draft an agreement with the City of Austin Fire Department to allow for the reservation and dedication of a parcel within the PUD to be utilized for a future Fire/EMS facility before the third (final) reading of this case at City Council.

BASIS FOR RECOMMENDATION

1. *The Planned Unit Development District (PUD) is intended for large or complex developments under unified control planned as a single contiguous project. The PUD is intended to allow single or multi-use projects within its boundaries and provide greater flexibility for development proposed within the PUD.*

The recommended PUD has a proposed mixture of residential and commercial, with open space/dedicated land to be utilized for public and private park areas with an internal trail/green belt system that will be connected to the Travis County Southeast Metropolitan Park along Onion Creek. The PUD is a single contiguous project that will provide curving streets with additional open space along all major roadways. The Land Use Plan designates a central greenbelt are through the center of the project to protect native hardwood trees and to provide amenities for the residential areas within the project.

2. *Use of a PUD District should result in development superior to that which would occur using conventional zoning and subdivision regulations. PUD zoning is appropriate if the PUD enhances preservation of the natural environment; encourages high quality development and innovative design; and ensures adequate public facilities and services for development with in the PUD.*

The Watersedge PUD will result in a superior development than that which could have occurred using conventional zoning and subdivision regulations by allowing the applicant to create a residential and retail development on tracts of land that have topographical constraints.

The PUD proposal designates that the applicant will dedicate approximately 75 acres of land to the County to connect with a proposed regional park, the Travis County Southeast Metropolitan Park. The PUD land use plan also includes an additional 10.24 acres for community park and homeowner's association parks and will create a green belt/trail system throughout the residential areas to the banks of Onion Creek at the Colorado River that will link the proposed development with a regional trail system in the County.

The overall impervious cover proposed for the PUD (49.9%) will be significantly less than what would be allowed under regular Land Development Code requirements in standard zoning (65%). In addition, the applicant has designated a voluntary 50-foot setback on both sides from the centerline of tributaries where its contributing drainage area is 64 acres or greater.

The proposed PUD will be developed in accordance with the City of Austin SMART Housing program. The applicant is planning to develop a 2,000 unit single and multifamily development in which 30% of the units will serve households at or below 80% Median Family Income (MFI) or below. The applicant will incorporate green builder standards and will utilize integrated pest management (IPM) in the development.

The applicant has also agreed to work with the City of Austin Fire Department to draft an agreement which would allow the reservation and dedication of a site within the PUD to be utilized for a future Fire/EMS facility.

3. *The minimum size generally considered appropriate for a PUD is ten acres. Absent unique or special topographic constraints or other exceptional circumstances affecting the property, creation of a PUD is not justified for development of tracts of less than ten acres since conventional zoning and subdivision regulations should be adequate for reasonable development.*

The proposed PUD is 417.93 acres in size. The site has special topographical constraints because the site contains 100-years floodplain, slopes, three existing stock ponds, and numerous large native hardwood trees.

4. *The PUD land use plan establishes minimum and maximum development standards required by the PUD ordinance. These standards include residential density limitations; maximum floor-to-area ratios for non-residential development; maximum building height; lot size and width; and setbacks.*

The PUD land use plan does establish development standards that specify the proposed uses, number of residential units, floor to area ratios, height limits, setbacks and impervious cover limits. In addition, the PUD land use plan allows for a transition in uses from the proposed commercial uses fronting U.S. Highway 71 to the multifamily and single-family residential uses to the north along the area to be dedicated as Regional Parkland at the banks of Onion Creek.

PROPOSAL

The proposed PUD consists of a 417.39 acre development with the following land use breakdown:

Mixed Development Residential(a) - Low/Moderate Residential uses:	247.40 acres
Mixed Development Residential(b) - High Intensity Residential uses:	63.34 acres
Regional Park area:	51.96 ares
Community Park area:	7.03 acres
Community Recreation area:	3.21 acres
Commercial/ General Retail uses:	24.29 acres
Right-of-Way:	17.76 acres
<u>Communications Tower</u>	<u>2.94 acres</u>
TOTAL	417.93 acres

According to the Traffic Impact Analysis, the PUD proposal will allow for the development of approximately 389,900 square feet of retail shopping center, 1,254 single-family residential dwelling units, 323 multi-family residential dwelling units, and 244 town home residential dwelling units on this site.

SUPPLEMENTAL DEVELOPMENT REGULATIONS

The applicant is proposing the following modifications to the Land Development Code (LDC):

- 1) Variance request to LDC- Sec. 25-8-301 and Sec. 25-8-302 to construct slopes greater than 15%
- 2) Variance request to LDC - Sec. 25-8-341 and Sec. 25-8-342 for cut and fill in excess of 4-feet.
- 3) Variance request to LDC- Sec. 25-8-395(B)(2) to transfer from tract to tract within and between each of the PUD sites without concurrent platting the transferent and receiving tracts
- 4) Variance to LDC- Sec. 25-1-21(98) to amend the term "Site" for the development
- 5) Variance request to LDC- Sec. 25-7-61, Criteria for Approval of Plats, construction Plans, and Site Plans, as it pertains to the development of the Watersedge PUD which lies within the Onion Creek watershed.
- 6) Waiver request from the detention requirements of the Land Development Code for the Onion Creek Watershed – **Not recommended buy staff**

- 7) ~~Waiver request to vary from the centerline radius requirements stated in Table 1-7 of the Transportation Criteria Manual (Request withdrawn by applicant in letter to the staff dated October 13, 2005).~~
- 8) ~~Waiver request from the requirements of Table 1-7 to reduce the centerline radius to 450 feet for the three reverse curves through the commercial area (Request withdrawn by applicant in letter to the staff dated October 13, 2005).~~
- 9) ~~Waiver request from LDC Sec. 25-4-153 related to Block Length (Waiver request will be addressed at time of Subdivision application).~~

This PUD case was presented to the Environmental Board on October 5, 2005, 2001. The Environmental Board recommended conditional approval of the environmental variances requested through the Wateredge PUD. The Environmental Board Motion is included as "Attachment E".

SUBSECTIONS

EXISTING CONDITIONS

Site Characteristics

The site under consideration consists of 417.39 acres of undeveloped land located on the north side of U.S. Highway 71 to the east of the Austin Bergstrom International Airport. The property is bounded by Onion Creek and the Colorado River on the north, by U.S. Highway 71 on the south, by Dr. Scott Drive on the east, and by Onion Creek and the Travis County Southeast Metropolitan Park on the west side.

The land to the north of the proposed site consists of the banks of Onion Creek and the Colorado River, to the east there are undeveloped tracts of land, to the south and west there appear to be existing residential uses.

This tract of land slopes primarily in a northerly direction in the Onion Creek watershed and in a southeasterly direction in the Dry Creek watershed. A portion of the PUD area is located within the boundaries of the 100-year floodplain for Onion Creek. The FEMA designated floodplain is shown on Exhibits 2-5 of the proposed PUD Land Use Plan.

Drainage Construction

Comments cleared.

The applicant is requesting a waiver from the detention requirements of the Land Development Code for the Onion Creek Watershed. This waiver is not recommended by staff. The proposed reduction in RSMP would be less than the requirements currently in place.

Environmental

The site is not located over the Edward's Aquifer Recharge Zone. The site is in the Desired Development Zone. The site is in the Onion Creek, Dry Creek, and Colorado River Watershed of the Colorado River Basin, which is classified as a Suburban Watershed by Chapter 25-8 of the City's Land Development Code. The breakdown of the land area within the three identified watersheds show that Onion Creek comprises 224.3 acres, Dry Creek comprises 121.7 acres, and the Colorado River comprises 71.9 acres.

Standard landscaping and tree protection will be required in accordance with LDC 25-2 and 25-8 for all development and/or redevelopment.

At this time, site specific information is unavailable regarding existing trees and other vegetation.

Setbacks from environmental features has been established and detailed in the P.U.D.

Under proposed regulations, development or redevelopment on this site will be subject to the following water quality control requirements:

Structural controls with increased capture volume and 2-year detention.

*Note: This PUD case was presented to the Environmental Board on October 5, 2005, 2001. The Environmental Board recommended conditional approval of the environmental variances requested through the Watersedge PUD. The Environmental Board Motion is included as "Attachment E".

Impervious Cover

Based on the proposed uses and standards for this property, conventional development would have an overall impervious cover of 65% for this site. The applicant has agreed to voluntarily limit the impervious cover for the property in the PUD to 49.9% Net Site Area.

In the Water Quality Transition Zones, impervious cover is limited to 30%.

Fire

The applicant is working with Antonio Gonzalez, of the Austin Fire Department, to draft language for an agreement to allow for the reservation and dedication of a parcel to be utilized for a future Fire/EMS facility within the proposed PUD.

Floodplain

According to flood plain maps, there is floodplain within, or adjacent to the project boundary. Based upon the close proximity of flood plain, offsite drainage should be calculated to determine whether transition zone exists within the project location. If transition zone is found to exist within the project area, allowable impervious cover within said zone should be limited to 30%.

Park and Recreation

The applicant has drafted a Parkland Agreement which is under review by the City of Austin Parks and Recreation Department for the dedication of approximately 75 acres of land to Travis County. PARD will review and advise the County and once the draft documents are finalized the City will execute the Letter of Consent as presented.

The proposed dedication meets the City of Austin parkland dedication requirements.

School District

At the staff's recommendation, the applicant approached the Del Valle Independent School District to discuss the proposed development. The school district stated that at this time they do

not need a school site within the PUD area. Mr. Bernard Blanchard, the Superintendent of Schools for Del Valle ISD sent a letter to the City stating support for the proposed Watersedge PUD (Letter from Del Valle ISD – "Attachment F").

Site Plan

Comments cleared.

Stormwater Detention

At the time a final subdivision plat, subdivision construction plans, or site plan is submitted, the developer must demonstrate that the proposed development will not result in additional identifiable flooding of other property. Any increase in stormwater runoff will be mitigated through on-site stormwater detention ponds, or participation in the City of Austin Regional Stormwater Management Program, if available.

Transportation

A traffic impact analysis is required and has been received. Additional right-of-way, participation in roadway improvements, or limitations on development intensity may be recommended based on review of the TIA. [LDC, Sec. 25-6-142]. Comments will be provided in a separate memo (TIA Memo – "Attachment C").

Water and Wastewater

The landowner intends to serve the site with City of Austin water and wastewater utility service. The subject tract is currently within the Garfield WSC CCN water service boundary and water service must be obtained from Garfield WSC. The City should not approve the zoning case until the Garfield WSC has agreed to release the CCN water service boundary and the TCEQ has approved the CCN boundary release to allow the City of Austin to provide water service to the site and each proposed lot. As of this date, the TCEQ has not approved the CCN boundary release to allow the City of Austin to provide water utility service.

The landowner, at own expense, will be responsible for providing the water and wastewater utility improvements, system upgrades, and offsite main extension to serve the tract, each proposed lot, and land use.

*Note: The developer has negotiated a CCN release with the Garfield Water Supply Corporation and has made an application to the TCEQ to decertify Garfield WSC and designate the City of Austin as the water provider for the Watersedge PUD (Agreement with Garfield Water Supply Corporation – "Attachment G"). Wastewater service has been granted via the approved Service Extension Requests No. 2407 with the City.

Water Quality

Release of this application does not constitute a verification of all data, information and calculations supplied by the applicant. The engineer of record is solely responsible for the completeness, accuracy and adequacy of his/her submittal, whether or not the application is reviewed for Code compliance by City engineers.

The proposed mixed use PUD development is located in the Onion Creek, Colorado and Dry East Creek watersheds. The proposed development is subject to the Comprehensive Watersheds Ordinance and Section 25-7-61 of the Land Development Code in effect at time of application.

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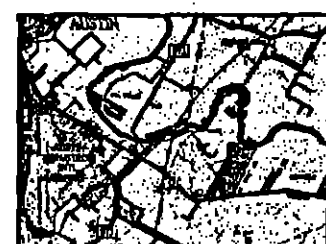
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STREET DESIGN TABLE

Shawbridge FDS
Shawbridge Football Field Reservations per Period
3/7/2008
Approved by: [Signature]

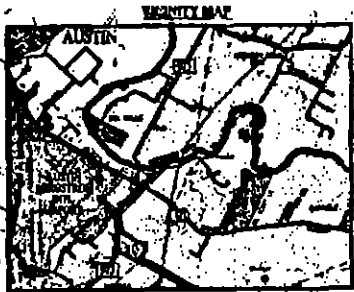
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LAND USE SUMMARY	ACREAGE	% OF PLOT AREA
30 MINOR DEVELOPMENT USE	0.00 ac	0%
30 MINOR DEVELOPMENT USE	0.00 ac	0%
AGRICULTURAL PASTURE	0.00 ac	0%
COMMUNITY PARK	0.00 ac	0%
COMMUNITY RECREATION	0.00 ac	0%
INDUSTRIAL/RETAIL	0.00 ac	0%
OFFICE OR BAY LEASE	0.00 ac	0%
OTHER	0.00 ac	0%
TOTAL	0.00 ac	0%

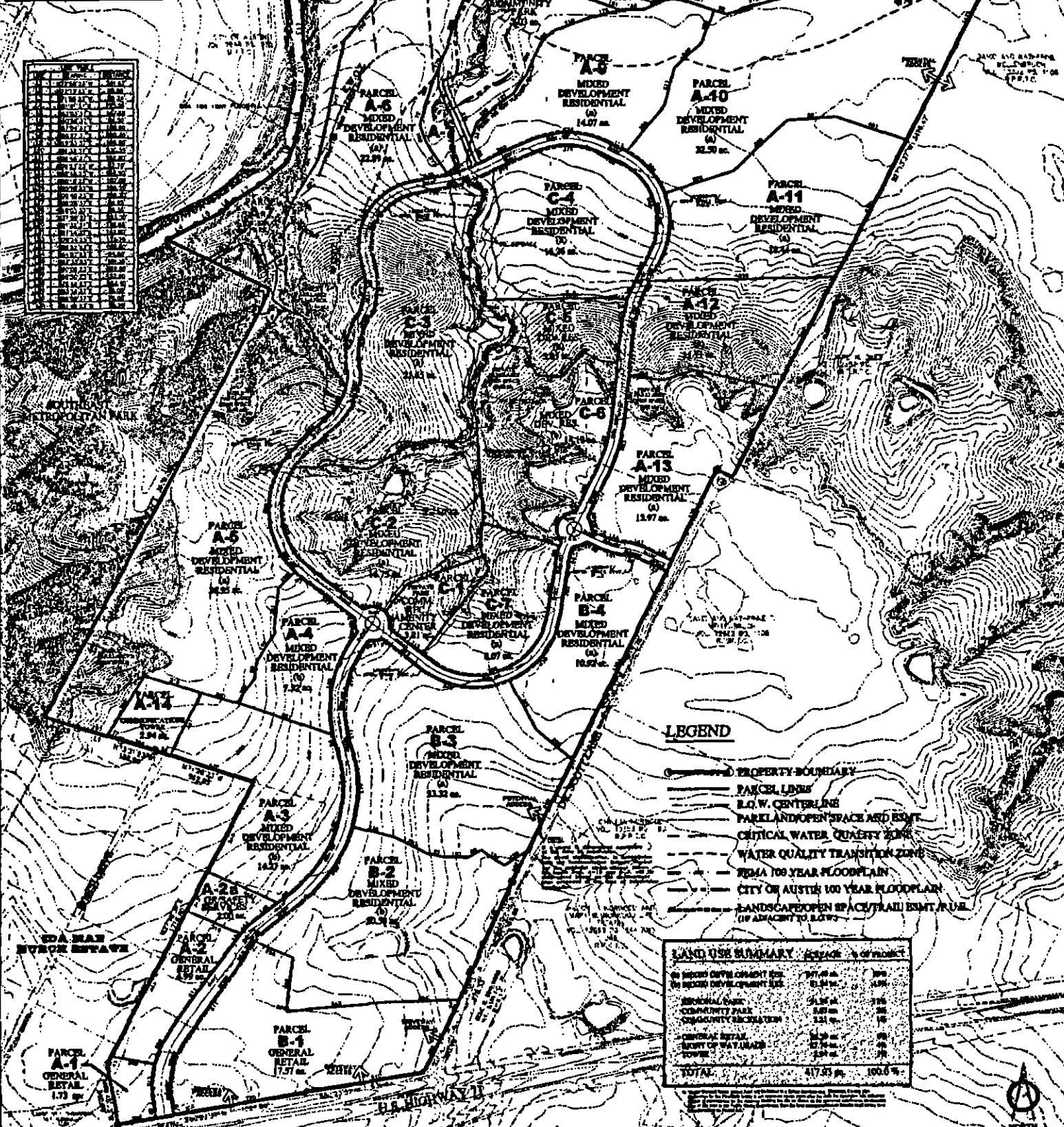
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TRAFFIC CONSULTANTS:
WHD Transportation Engineering
304 LAVACA ST., SUITE 1175
AUSTIN, TX 78701
512-476-2222

Abstract 1-65



Parcel	Area (Ac.)	Use
Parcel A-1	1.73	General Retail
Parcel A-2	1.91	General Retail
Parcel A-3	14.37	Mixed Development Residential
Parcel A-4	7.32	Mixed Development Residential
Parcel A-5	14.53	Mixed Development Residential
Parcel A-6	22.99	Mixed Development Residential
Parcel A-7	21.94	Regional Park
Parcel A-8	14.97	Mixed Development Residential
Parcel A-9	14.36	Mixed Development Residential
Parcel A-10	21.30	Mixed Development Residential
Parcel A-11	14.34	Mixed Development Residential
Parcel A-12	14.34	Mixed Development Residential
Parcel A-13	13.97	Mixed Development Residential
Parcel B-1	17.57	General Retail
Parcel B-2	20.94	Mixed Development Residential
Parcel B-3	21.12	Mixed Development Residential
Parcel C-1	1.97	Mixed Development Residential
Parcel C-2	14.34	Mixed Development Residential
Parcel C-3	14.34	Mixed Development Residential
Parcel C-4	14.36	Mixed Development Residential
Parcel C-5	14.34	Mixed Development Residential
Parcel C-6	14.34	Mixed Development Residential
Parcel C-7	1.97	Mixed Development Residential
Parcel C-8	14.34	Mixed Development Residential
Parcel C-9	14.34	Mixed Development Residential
Parcel C-10	14.34	Mixed Development Residential
Parcel C-11	14.34	Mixed Development Residential
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Parcel C-95	14.34	Mixed Development Residential
Parcel C-96	14.34	Mixed Development Residential
Parcel C-97	14.34	Mixed Development Residential
Parcel C-98	14.34	Mixed Development Residential
Parcel C-99	14.34	Mixed Development Residential
Parcel C-100	14.34	Mixed Development Residential



LEGEND

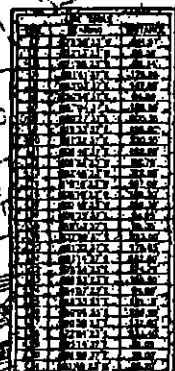
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- E.O.W. CENTERLINE
- PARKLAND/OPEN SPACE AND ESMT
- CRITICAL WATER QUALITY ZONE
- WATER QUALITY TRANSITION ZONE
- FEMA 100 YEAR FLOODPLAIN
- CITY OF AUSTIN 100 YEAR FLOODPLAIN
- LANDSCAPE/OPEN SPACE/TRAIL ESMT / USE (IF ADJACENT TO B.O.W.)

Land Use	Area (Ac.)	% of Project
Mixed Development Residential	297.49	39%
General Retail	35.54	4.5%
Regional Park	21.94	2.8%
Community Park	2.99	0.4%
Community Recreation	2.21	0.3%
General Retail	17.57	2.3%
Community Park	2.99	0.4%
Community Recreation	2.21	0.3%
TOTAL	417.53	100.0 %

MAKAR
 10000 N. MICHIGAN AVE.
 SUITE 100
 DALLAS, TX 75243
 (214) 343-1100

WATERSEDGE P.U.D.
 PLANNED UNIT DEVELOPMENT
 "EXHIBIT B"

SCALE IN FEET
 DATE: 3/23/06
 SHEET 2 of 3



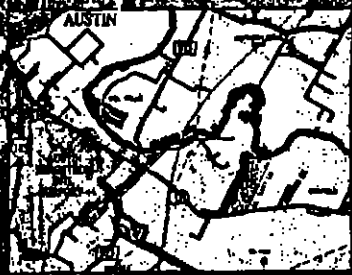
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WATER QUALITY TRANSITION ZONE
FEMA 100 YEAR FLOODPLAIN
CITY OF AUSTIN 100 YEAR FLOODPLAIN
DETENTION W.O. ZONE

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LAND USE SUMMARY	ACRES	% OF TOTAL
NO PLANNED DEVELOPMENT ZONE	17.00	4.0
ON PLANNED DEVELOPMENT ZONE	17.00	3.8
UNPLANNED TRAIL	7.00	1.5
UNPLANNED PARK	2.00	.5
COMMUNITY PROTECTION	1.00	.2
UNPLANNED RESIDENT	2.00	.5
RENT OF WATER LEASE	0.75	.2
TOTAL	41.75	9.2

WATERSEdge P.U.D.
SLOPE ANALYSIS AND WATER QUALITY PLAN
"EXHIBIT F"

SCALE IN FEET
DATE: 3/23/00
SHEET 3 of 5



LAND USE SUMMARY			ACREAGE	% OF PROJECT
(a) MIXED DEVELOPMENT RES.			547.40 ac.	99%
(b) MIXED DEVELOPMENT RES.			61.34 ac.	13%
REGIONAL PARK			21.95 ac.	13%
COMMUNITY PARK			7.03 ac.	5%
COMMUNITY RECREATION			3.51 ac.	1%
GENERAL RETAIL			26.39 ac.	6%
RIGHT OF WAY TRACED			17.76 ac.	4%
TOWNSHIP			2.94 ac.	1%
TOTAL			417.93 ac.	100.0 %



WATERSHED DEVELOPMENT
 10000 WATERSHED DRIVE
 AUSTIN, TEXAS 78741
 (512) 441-1111

EXHIBIT G

SPECIAL PERMITTED USES FOR PUD AREAS(a)

March 28, 2006

"Cottage Dwelling", "Secondary Apartment Dwelling" and "Urban Dwelling" are special uses permitted, at the option of the development, on certain Parcels in the Watersedge PUD under specific site development regulations.

The residential special uses, specifically the cottage dwelling, Secondary Apartment dwellings, and Urban Dwelling uses, shall be permitted on those Parcels specified in Exhibit D to the Ordinance.

The definitions and site development regulations applicable to the Optional Special Uses are as set out below.

1. "Cottage Dwelling" special use is the use of a site of limited size for single-family residential dwellings on lots of at least 2500 square feet in size

A Cottage Dwelling special use development may not exceed two acres in size. For a Cottage Dwelling special use development or more than eight lots, 250 square feet of community open space is required for each lot.

For a Cottage Dwelling special use:

1. The minimum lot width is 30 feet;
2. The maximum height of a structure is 35 feet;
3. The minimum front yard setback is 15 feet;
4. The minimum street side yard setback is 10 feet;
5. The minimum interior side yard setback is 5 feet;
6. The minimum rear yard setback is 5 feet;
7. The maximum building coverage is 55 percent; and
8. The maximum impervious coverage is 65%.

The minimum lot area for a Cottage Dwelling special use is:

1. 2,500 square feet; or
2. 3,500 square feet for a lot that is located in an SF-3 district; and
 - Is a corner lot; or
 - Adjoins a lot that is:
 - a. Zoned SFf-3;
 - b. Has a lot area of at least 5,750 square; and
3. Is developed as a single-family resident.

For a Cottage Dwelling special use with a front driveway, a garage, if, any, must be located at least 20 feet behind the building facade.

For a Cottage Dwelling special use, other than a driveway, parking is not permitted in a front yard.

For a Cottage Dwelling special use, the main entrance of the principal structure must face the front lot line.

For a Cottage Dwelling special use a covered front porch is required. The minimum depth of the porch is five feet. The minimum width of the porch is 50 percent of the width of the front façade.

For a Cottage Dwelling special use 200 square feet of private open space is required for each dwelling.

2. "Secondary apartment Dwelling" is the use of a developed single-family residential lot for a second dwelling.

(A) Secondary Apartment Dwelling use is permitted in MDR(a) zoning base districts.

(B) A Secondary Apartment Dwelling is not permitted in combination with a Cottage Dwelling or Urban Dwelling use;

(C) A Secondary Apartment Dwelling must be located in a structure other than the principal structure. The apartment may be connected to the principal structure by a covered walkway;

(D) A Secondary Apartment Dwelling must be located at least 15' to the rear of the principal structure or above a garage;

(E) A Secondary Apartment Dwelling may not exceed 850 square feet of gross floor area;

(F) The entrance to a Secondary apartment dwelling must be on the side of the structure that is the greatest distance from the corresponding side lot line.

(G) One parking space is required in addition to the parking otherwise required for the principal use.

3. "Urban Dwelling" use is the use of a site for a single-family residential dwelling on a lot of at least 3,500 square feet in size.

(A) Urban Dwelling is permitted in MDR(a) zoning base districts.

(B) For an Urban Dwelling use development on more than eight lots, 250 square feet of community open space is required;

(C) The minimum lot size is 3,500 square feet;

- (D) The minimum lot width is 40 feet;
- (E) The maximum height of a structure is 35 feet;
- (F) The minimum street side yard setback is 10 feet;
- (G) The minimum interior side yard setback is 5 feet;
- (H) The minimum rear yard setback is 5 feet;
- (I) The maximum building coverage is 55%; and
- (J) The maximum impervious coverage is 65%
- (K) Except as otherwise is provided herein, the minimum front yard setback is 20 feet:
 - 1. If Urban Dwelling uses are proposed for the entire length of a block face, the minimum front yard setback is 15 feet;
 - 2. For an Urban Dwelling use that adjoins a legally developed lot with a front yard setback of less than 25 feet, the minimum front yard setback is equal to the average of the front yard setbacks applicable to adjoining lots.
- (L) For an Urban Dwelling use with a front driveway:
 - 1. The garage, if any, must be at least five feet behind the front façade of the principal structure; and
 - 2. For a garage within 200 feet of the front façade, the width of the garage may not exceed 50 percent of the width of the front façade.
- (M) Other than in a driveway, parking is not permitted in a front yard;
- (N) The main entrance of an Urban Dwelling use must face the front lot line
- (O) A covered front porch is required for an Urban Dwelling use. The minimum depth of the porch is five feet. The minimum width of the porch is 50 percent of the width of the building façade.
- (P) Two hundred square feet of private open space is required for each dwelling.

Watersedge PUD

Maximum Residential Densities per Parcel

DRAFT

11/8/2005

1596 PUD - Max. Res. Density per Parcel

Parcel	Unit Type	Acreage	Units/Acre	Max. Allowable Units
A-3	SF-D	16.27	6	98
	SFA-TH-CD	16.27	12	195
	MF-CD	16.27	24	390
A-4	SF	7.32	6	44
	SFA-TH-CD	7.32	12	88
	MF-CD	7.32	24	176
A-5	SF-D	36.95	6	222
	SFA-TH-CD	36.95	12	443
A-6	SF-D	22.89	6	137
A-9	SF-D	14.07	6	84
A-10	SF-D	32.5	6	195
A-11	SF-D	18.44	6	111
A-12	SF-D	11.71	6	70
	SFA-TH-CD	11.71	12	141
A-13	SF-D	13.97	6	84
	SFA-TH-CD	13.97	12	168
*B-2	SF-D	16.58	6	99
	SFA-TH-CD	16.58	12	199
	MF-CD	16.58	24	398
B-3	SF-D	23.32	6	140
	SFA-TH-CD	23.32	12	280
	MF-CD	23.32	24	560
B-4	SF-D	10.92	6	66
	SFA-TH-CD	10.92	12	131
C-2	SF-D	16.75	6	101
	SFA-TH-CD	16.75	12	201
C-3	SF-D	21.65	6	130
	SFA-TH-CD	21.65	12	260
C-4	SF-D	16.26	6	98
C-5	SF-D	5.05	6	30
	SFA-TH-CD	5.05	12	61
C-6	SF-D	14.12	6	85
	SFA-TH-CD	14.12	12	169
C-7	SF-D	8.07	6	48
	SFA-TH-CD	8.07	12	97

SF-D Single Family / Duplex

SFA-TH-CD Single Family attached / Townhome / Condominium

MF-CD Multi Family / Condominium

* Gross acreage is reduced for storm water ponds



MEMORANDUM

TO: Sheri Sirwaltis, Case Manager
CC: Members of the Zoning and Platting Commission
 Jim Vater, Planned Environments, Inc.
 Steve Sherrill, Makar Properties, Inc.
 Kathy Hornaday, P.E., WHM Transportation Engineering, Inc.
FROM: Joe Almazan, Transportation Reviewer
DATE: December 2, 2005
SUBJECT: Traffic Impact Analysis for Watersedge PUD
 Zoning Case No. C814-05-0069.SH

The Transportation Review Section has reviewed the traffic impact analysis for Watersedge PUD dated September 14, 2005, prepared by Kathy Hornaday, P.E. WHM Transportation Engineering, Inc. and provide the following comments:

Trip Generation

Watersedge PUD is a 417.93-acre development located at the northwest corner of Doctor Scott Drive and SH 71 in southwest Austin. The proposed development will consist of 389,900 sq.ft. of retail shopping center, 1,254 single-family residential dwelling units, 323 multi-family apartment dwelling units, and 244 town home residential dwelling units.

The property is currently undeveloped and located in the Limited Purpose Jurisdiction. The property was annexed into the City's Limited Purpose Jurisdiction on September 9, 2005 and given Interim Rural Residential or I-RR zoning. The applicant has filed a zoning request for Planned Unit Development or PUD zoning. Final build-out for the project is anticipated by 2010. Access to the site is proposed via site roadways and driveways to SH 71 and Doctor Scott Drive.

The table below shows the adjusted trip generation by land use for the proposed development:

Table 1. Adjusted Trip Generation						
Land Use	Size	ADT	AM Peak		PM Peak	
			Enter	Exit	Enter	Exit
Shopping Center	388,900 sq.ft.	8,869	114	73	389	421
Single-Family Residential	1,254 d.u.	10,118	211	632	625	367
Apartments	323 d.u.	1,987	30	124	121	65
Townhouses	244 d.u.	1,302	17	83	80	39
Total		22,076	372	812	1,215	892

Assumptions

1. Traffic growth rates provided by the Texas Department of Transportation were as follows:

Table 2. Growth Rates Per Year	
Roadway Segment	Percent (%)
All Roads	5%

2. In addition, background traffic volumes for 2010 included estimated site traffic for the following projects:

Burch Drive Business Park (SP-02-0203D)
Burch Retail Center (SP-04-0313D)
AAA Storage Highway 71 (SP-04-1031D)
Garfield Commercial (SP-04-1107D)
Pearce Lane Tract (C8-02-0109)
Lexington Parke (C8J-03-0111.SH)

3. Reductions were assumed for pass-by capture and internal capture for the following uses:

Table 3. Pass-By and Internal Capture Reductions in Percent (%)				
Land Use	Pass-By		Internal Capture	
	AM	PM	AM	PM
Shopping Center	34%	34%	20%	20%
Single-Family Residential			5%	5%
Apartments			5%	5%
Townhouses			5%	5%

4. No reductions were assumed for transit use.

Existing and Planned Roadway System

SH 71 – This roadway is classified as a four-lane, divided major arterial between FM 973 and the eastern boundary of the Austin Metropolitan Area Transportation Plan (AMATP) study area. The traffic volumes for year 2003 on SH 71, between SH 130 (future) and the Travis County line were 29,000 vehicles per day. The AMATP shows SH 71 to be upgraded to a six-lane freeway between FM 973 and the eastern boundary of the AMATP study area by 2025. Currently, the Austin Bicycle Plan has no recommended priority routes along SH 71 in the vicinity of the site.

SH 130 – This roadway is a proposed four-lane freeway with toll facilities anticipated to be completed by 2007. SH 130 will have two-lane frontage roads in the vicinity of the site. Because design plans from the Texas Department of Transportation were not available, the TIA assumed geometric conditions for the proposed SH 130 interchange with SH 71 for final build-out of the PUD in 2010. Projected traffic volumes provided by CAMPO show SH 130, north and south of SH 71, will be 31,900 and 27,600 vehicles per day, respectively by 2015.

Doctor Scott Drive – This roadway is classified as a two-lane collector roadway in the vicinity of the site. No traffic volumes are available.

Burch Drive – This roadway is classified as a two-lane collector roadway in the vicinity of the site. No traffic volumes are available.

Ross Road – This roadway is classified as a two-lane minor arterial between SH 71 and Pearce Lane. The traffic volumes for year 2005 on Ross Road, north of Pearce Lane were 4,413 vehicles per day. The AMATP shows Ross Road to be upgraded to a four-lane, divided major arterial between SH 71 and Pearce Lane by 2025. Currently, the Austin Bicycle Plan has no recommended priority routes along Ross Road in the vicinity of the site.

Pearce Lane – This roadway is classified as a two-lane minor arterial between FM 973 and the eastern boundary of the AMATP study area. The traffic volumes for year 2005 on Pearce Lane, east and west of Ross Road were 4,348 and 5,611 vehicles per day, respectively. The AMATP shows Pearce Lane to be upgraded to a four-lane, divided major arterial between FM 973 and the eastern boundary of the AMATP study area by 2025. Currently, the Austin Bicycle Plan has no recommended priority routes along Pearce Lane in the vicinity of the site.

Intersection Level of Service (LOS)

The TIA analyzed thirteen (13) intersections, of which, Ross Road and SH 71 is currently signalized. Existing and projected levels of service are as follows, assuming that all roadway and intersection improvements recommended in the TIA are constructed:

Table 4. Level of Service				
Intersection	2010 Existing		2010 Site + Forecasted	
	AM	PM	AM	PM
Ross Road and SH 71*	C	C	D	D
Doctor Scott Drive and SH 71	A	A	C	A
Burch Drive and SH 71	A	A	A	A
Ross Road and Pearce Lane	A	A	D	D
SH 130 EFR and SH 71 NFR	-	-	A	A
SH 130 WFR and SH 71 NFR	-	-	A	A
SH 130 EFR and SH 71 SFR	-	-	A	A
SH 130 WFR and SH 71 SFR	-	-	B	A
Doctor Scott Drive and Roadway A	-	-	A	A
Doctor Scott Drive and Driveway B	-	-	A	A
Driveway C and SH 71	-	-	A	A
Driveway D and SH 71	-	-	A	A
Roadway E and SH 71	-	-	D	C

* = Existing traffic signal

Recommendations/Conclusions

- (1) Prior to 3rd reading at City Council, fiscal surety is required to be posted for the following improvements:

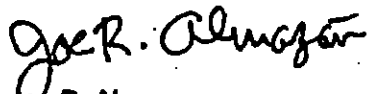
Intersection	Improvements	Total Costs	Pro-Rata Share Percentage (%)	Pro-rata Share Dollars (\$)
Doctor Scott Drive and SH 71	Construct westbound deceleration lane	\$34,767	97.7 %	\$33,932
	Construct southbound right-turn lane	\$	%	\$
Ross Road and Pearce Lane	Install traffic signal	\$110,000	15.5%	\$17,097
Roadway E and SH 71	Construct eastbound left-turn lane	\$52,825	100.0%	\$52,825
	Extend existing eastbound left-turn lane	\$47,648	100.0%	\$47,648
	Construct westbound right-turn lane	\$21,957	100.0%	\$21,957
	Install traffic signal	\$110,000	100.0%	\$110,000
Total		\$377,196		\$283,459

- (2) In accordance with the Austin Metropolitan Area Transportation Plan (AMATP), additional right-of-way for SH 71 will be required at the time of subdivision application.
- (3) In accordance with the Transportation Criteria Manual, additional right-of-way for Doctor Scott Drive will be required at the time of subdivision application.
- (4) At the time of subdivision application, the applicant may be required to post fiscal for Doctor Scott Drive for improving the roadway width up to 48 feet of pavement for the entire street frontage. As part of boundary street fiscal surety requirements, the applicant will be responsible for one-half (50%) of the roadway improvements, which will be determined during the platting review process. At that time, the applicant must submit a construction cost estimate signed and sealed by an engineer to verify the amount required for posting.
- (5) As recommended in the TIA, the site's driveways should be designed and located in accordance with City of Austin and Texas Department of Transportation requirements.
- (6) It should be noted that the roadway geometry and signalization for the Interchange of SH 71 and SH 130 was assumed for the analysis since design plans were not available from the TxDOT. A typical diamond interchange design assumed. As stated in the TIA, the applicant will continue coordination with the State to obtain the final design plans for this future interchange and revise the traffic analysis, as needed. Upon completion of the revised analysis, copies of the TIA addendum should be submitted to the City of Austin.
- (7) It is also recommended that appropriate pedestrian and bicycle linkages between the proposed mixed residential developments and the proposed parks and community recreational amenity centers be emphasized to assure readily visible relationships between the uses and available amenities. Sidewalks should be designed to accommodate pedestrian safety,

reduced walking distances, convenience, and comfort. Convenient and secure bicycle facilities are also recommended. Bicycle trails or "routes" should be designated with proper signage and markings.

- (8) Based on the proposed PUD land use plan, outlets for additional street access may be required at the time of subdivision application. The street classification, in accordance with the Transportation Criteria Manual, for any potential street access as shown for tracts A-5, A-10, and B-3 will be determined based on the development plan proposed at the time of the subdivision application.
- (9) Development of this property should be limited to uses and intensities which do not exceed or vary from the projected traffic conditions assumed in the TIA, including peak hour trip generation, traffic distribution, roadway conditions, and other traffic related characteristics.

If you have any questions or require additional information, please contact me at 974-2674.



Joe R. Almazan
Development Services Process Coordinator
Land Use Review/S.M.A.R.T. Housing
Watershed Protection and Development Review Department



City of Austin

P.O. Box 1088, Austin, TX 78767
www.cityofaustin.org/housing

Neighborhood Housing and Community Development Department

Gina Copic, S.M.A.R.T. Housing Program Manager
(512) 974-3180, Fax (512) 974-3112, gina.copic@cityofaustin.org

February 15, 2005

S.M.A.R.T. Housing Certification

Watersedge PUD

Highway 71, East of ABIA, East of SE Metropolitan Park

TO WHOM IT MAY CONCERN:

MAK Marshall Ranch, LP (represented by David Ambrust, Ambrust & Brown, 435-2301; darmbrust@abastin.com) is planning to develop a 2000 unit single- and multi-family development on 418 acres north of Highway 71, East of ABIA, East of SE Metropolitan Park.

NHCD conditionally certifies that the proposed development meets the S.M.A.R.T. Housing standards at the pre-submittal stage. The tract is in the process of being annexed. Should this property not complete the annexation process, the project will be decertified and all fees will be required to be repaid.

Since 30% of the units will serve households at or below 80% Median Family Income (MFI) or below, the development will be eligible for 75% waiver of the fees listed in Exhibit A of the S.M.A.R.T. Housing Resolution adopted by the City Council. The expected fee waivers include, but are not limited to, the following fees:

Capital Recovery Fees
Building Permit
Construction Inspection
Site Plan Fees

Concrete Permit
Electrical Permit
Subdivision Plan Review
Regular Zoning Fee

Mechanical Permit
Plumbing Permit
Zoning Verification
Land Status Determination

Prior to filing of building permit applications and starting construction, the developer must:

- ◆ Obtain a signed Conditional Approval from the Austin Energy Green Building Program stating that the plans and specifications for the proposed development meet the criteria for a Green Building Rating. (Austin Energy: Dick Peterson (single-family), 482-5372; Katie Jensen (multi-family), 482-5407).
- ◆ Submit plans to NHCD demonstrating compliance with accessibility and transit-oriented standards

Before a Certificate of Occupancy will be granted, the development must:

- ◆ Pass a final inspection and obtain a signed Final Approval from the Green Building Program. (Separate from any other inspections required by the City of Austin or Austin Energy).
- ◆ Pass a final inspection by NHCD to certify that visitability, accessibility and transit-oriented standards have been met.

The applicant must demonstrate compliance with the reasonably-priced standard after the completion of the units, or repay the City of Austin in full the fees waived for this S.M.A.R.T. Housing certification.

Please contact me at 974-3126 if you need additional information.


Steve Barney, Project Coordinator
Neighborhood Housing and Community Development Office

Cc: Gina Copic, NHCD
Javier Delgado, NHCD
Robby McArthur, WWW Taps
Adam Smith, NPZD

Stuart Hersh, NHCD
Janet Gallagher, WPDR
Dick Peterson, Austin Energy
Ricardo Soliz, NPZD

Yolanda Parada, WPDR
Marzia Volpe, WPDR
Lisa Nickle, WPDR



ENVIRONMENTAL BOARD MOTION 100505-B2

Date: October 05, 2005

Subject: Watersedge P. U. D.

Motioned By: Phil Moncada

Seconded By: Rodney Ahart

Recommendation

The Environmental Board recommends conditional approval - Exceptions to L. D. C. 1) 25-8-301/302- to construct slopes greater than 15% 2) 25-8-341/342 - to cut and fill in excess of 4' 3) 25-8-395-[B][2] - to transfer from tract to tract within and between each of the PUD sites without concurrent platting the transferent and receiving tracts 4) 25-1-21- (98) Amend the term "Site" for the development.

Rationale

Applicant has worked closely with staff and has the foresight to implement long range planning for this 417.93 acre site.

Vote 8-0-0-1

For: Anderson, Ascot, Moncada, Curra, Maxwell, Ahart, Jenkins & Dupnik

Against:

Abstain:

Absent: Gilani

Approved By:

Dave Anderson P.E., CFM, Chair



Del Valle Independent School District

"Recognized" for Academic Excellence

Bernard Blanchard
Superintendent

July 20, 2005

Mr. Joe Pantalion, P.E., Director
Watershed Protection and Development Review Department
City of Austin
505 Barton Springs Road
Austin, Texas 78767

CC: Curtis Davidson, Makar Properties, LLC
Phil D. Williams, DVISD Facilities Director

RE: Watersedge P.U.D. Development
Planned Residential Development at SH 71 and Dr. Scott Drive
Makar Properties, LLC

Dear Mr. Pantalion,

We have met with Curtis Davidson of Makar Properties, LLC to discuss the Watersedge Development and the impact it will have on the student enrollment in Del Valle ISD. We are encouraged to see the variety of housing that they are planning in this development. It appears they are planning a quality development that will include more than just "starter house" products like we are seeing in the rest of the developments in Del Valle ISD. We feel that more of these quality developments are needed in Del Valle ISD.

We discussed school sites in this development, but we opened Del Valle Elementary School in 2002 at 3400 Ross Road, which is just south of SH 71 and Ross Road, and we think there will be capacity for additional students at that school. If you have any questions, feel free to contact Phil D. Williams, our Facilities Director (386-5630) or myself (386-3010).

Sincerely,

Bernard Blanchard
Superintendent of Schools

Superintendent's Office

5301 Ross Road, Suite 103 • Del Valle, Texas 78617 • 512-386-3010 • Fax 512-386-3015

November 1, 2005

Mr. Paul Urbanek
City of Austin
505 Barton Springs Rd.
Austin, TX 78704

Re: Watersedge PUD

Dear Mr. Urbanek:

In regards to our discussion yesterday on the matter of water service for the Watersedge PUD, as we have previously stated, Garfield Water Supply Corporation (WSC) has agreed to release the property known as Watersedge PUD from their Certificate of Convenience and Necessity (CCN) No. 11244. Additionally, the City of Austin has stated they would provide water service if Garfield WSC agreed to decertify the tract. The attached documents are provided as confirmation of previous statements.

1. Agreement Between Garfield Water Supply Corporation and M & K Marshall Ranch, LP (dated August 1, 2005)
2. City of Austin letter dated April 12, 2005 from Ben Jennings to Steve Sherrill

An application to decertify (Application No. 35106-C) the area known as Watersedge PUD has been filed with the Texas Commission on Environmental Quality (TCEQ) and is working its way thru their formal process. If you have any questions as to the status of that application, please contact Michelle Abrams with TCEQ at (512) 239-6014.

If you have any questions, please feel free to call me at (512) 402-1790.

Sincerely,

MAKAR PROPERTIES, LLC



Stephen A. Sherrill

Attachments

cc: Robert Allen, P.E. Cunningham-Allen
Gregory Guernsey, AICP, City of Austin
David Armbrust, Armbrust & Brown

AGREEMENT BETWEEN GARFIELD WATER SUPPLY CORPORATION
AND
MAK MARSHALL RANCH, L.P.

STATE OF TEXAS

COUNTY OF TRAVIS

This Agreement between Garfield Water Supply Garfield (Garfield) and MAK Marshall Ranch, L.P. is to be effective as of August 1, 2005.

RECITALS

WHEREAS, Garfield holds Certificate of Convenience and Necessity No. (CCN) No. 11244 issued by the Texas Commission on Environmental Quality or one of its predecessors (the Commission) which authorizes Garfield to provide retail water utility service to certain defined areas in Travis County;

WHEREAS, MAK Marshall Ranch, L.P. (MAK Marshall) owns approximately 418 acres within Garfield's certificated service area, which real property is more particularly described by metes and bounds and drawing on Exhibit "A" attached hereto (the "Marshall Tract");

WHEREAS, MAK Marshall plans to develop one or more residential and commercial subdivisions on the Marshall Tract;

WHEREAS, MAK Marshall desires that the City of Austin provide retail public water utility service to the Marshall Tract and in connection therewith, has requested that Garfield release the Marshall Tract from Garfield's certificated service territory; and

WHEREAS, the Parties mutually desire to enter into this Agreement setting forth the terms and conditions pursuant to which Garfield will release the Marshall Tract from its certificated service area and will not oppose the City of Austin providing retail public water service to the Marshall Tract;

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing, of the mutual benefits, covenants and agreements herein expressed, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Garfield and MAK Marshall agree as follows:

The Parties agree that the purpose of this Agreement is to set forth the terms and conditions pursuant to which Garfield has agreed to release the Marshall Tract from its certificated water service territory so that the City of Austin may provide retail water service to the tract.

1.2 MAK Marshall shall prepare and prosecute, at its sole cost and expense, an application requesting that the Commission amend Garfield's CCN to delete the Marshall Tract (the "CCN Application"). The CCN Application will apply only the Marshall Tract and MAK Marshall hereby agrees that the CCN Application will not include a request for or seek decertification of any other real property within Garfield's CCN, nor will the CCN Application seek any other type of relief or redress from the Commission with respect to Garfield or its CCN. MAK Marshall agrees that it shall prepare the foregoing amendment application within sixty (60) days of the effective date of this Agreement, and Garfield agrees to execute it within ten (10) days of receipt, provided it complies with the terms of this Agreement and provided Garfield receives payment from MAK Marshall pursuant to Provision 1.4 below.

1.3 Garfield agrees to cooperate with respect to the release of the Marshall Tract from its CCN and will take actions reasonably necessary to do so, including but not limited to, executing the application referred to in Provision 1.2 above. However, Garfield shall not be required to incur any cost or expense in carrying out this cooperation and consent.

1.4 MAK Marshall hereby agrees to pay to Garfield the sum of [REDACTED] in cash, by certified check, or other immediately available funds. This sum shall be paid in full by MAK Marshall to Garfield simultaneously upon the execution of this Agreement. MAK Marshall hereby specifically acknowledges and agrees that in the event MAK Marshall fails to timely provide payment in full, then Garfield shall not be required to execute the amendment application and may terminate this Agreement after providing written notice and opportunity to cure in accordance with Provision 2.2 below.

TERMINATION, GENERAL PROVISIONS

2.1 This Agreement will remain valid and enforceable until superseded by a subsequent written agreement.

2.2 If any Party breaches any term or condition of this Agreement, a non-breaching party may, at its sole option, provide the breaching party with a written notice of the breach within thirty (30) calendar days of discovery of the breach by the non-breaching party. Upon notice of the breach, the breaching party shall have thirty (30) business days to cure the breach. If the breaching party does not cure the breach within thirty (30) business days, a non-breaching party shall have the right to enforce specific performance of this Agreement on the breaching party. The rights and remedies of the parties to this Agreement are not exclusive and are, in addition to any and all other rights and remedies allowed or provided by law or under this Agreement.

2.3 The Parties also agree that alternative dispute resolution may be used to help resolve any outstanding disputes to the extent possible.

2.4 The Parties covenant and agree that they will execute and deliver such other and further instruments and documents as are or may become necessary or convenient to effectuate and carry out the intent of this Agreement, provided, however, that Garfield shall not be required to incur any costs or expenses in connection therewith.

2.5 This Agreement is binding on the Parties and on and inure to the benefit of their successors and assigns to the extent allowed by law, provided that the assigning party notifies the non-assigning party of the assignment at least thirty (30) days prior to the effective date of the assignment.

2.6 All notices, requests, demands or other communications hereunder shall be in writing and shall be deemed to have been duly given when sent by first-class mail, postage prepaid, addressed if to the Corporation:

Garfield Water Supply Corporation
P.O. Box 1338
Del Valle, Texas 78617

and if to MAK Marshall:
Curie S. Davidson
Makar Properties, LLC
3809 Juniper Trace, Suite 203
Austin, Texas 78749

or in each case, at such other address as may hereafter been designated most recently in writing by the addressee to the addresser.

8.7 This Agreement (a) may be executed in several counterparts, each of which shall constitute one and the same instrument; (b) constitutes the entire agreement between Garfield and MAK Marshall with respect to the subject matter hereof; (c) shall be governed in all respects, including validity, interpretation and effect, by and shall be enforceable in accordance with the laws of the State of Texas, with exclusive venue in Travis County, Texas; (d) may be modified only by an instrument signed by the duly authorized representative of each of the parties; and (e) shall not be construed as a contract for the benefit of a third party other than permitted successor or assign of a party. In the event any clause or provision of this contract shall be held to be invalid by any court of competent jurisdiction, the invalidity of such clause or provision shall not affect any of the remaining provisions hereof. Each party may specifically, but only in writing, waive any breach of this contract by the other party but no such waiver shall be deemed to constitute a waiver of similar or other breaches by such other party.

IN WITNESS WHEREOF, Garfield and MAK Marshall have caused this Agreement to be executed in their behalf by their duly authorized representative, as of the date first set forth above.

GARFIELD WATER SUPPLY
CORPORATION

BY: 
Jim Linton, President

MAK MARSHALL RANCH, LP

BY: 
Curtis Davidson, Vice-President



City of Austin

Austin Water Utility, P.O. Box 1088, Austin, TX 78767 • 512-972-0118

April 12, 2005

Steve Sherrill

Markar Properties, L.L.C.

3809 Juniper Trace, Suite 203

Austin, TX 78738

Dear Mr. Sherrill:

Thank you for your e-mail dated April 4, 2005 regarding the provision of retail water and wastewater service to the Marshall Ranch tract by the City of Austin. As you know, the tract is currently within the certificated water service area of Garfield Water Supply Corporation. The Austin Water Utility will provide retail water service to the Marshall Ranch tract upon Garfield Water Supply Corporation and the Texas Commission on Environmental Quality agreeing to decertify the tract, and in accordance with all City of Austin ordinances, rules, and regulations regarding the extension of water service. The City of Austin has an existing 16-inch water main located approximately at the intersection of State Highway 71 and Ross Road being approximately 2,000 feet west from the southwest corner of the Marshall Ranch Tract.

In terms of wastewater service, the Austin Water Utility stands ready to provide your tract wastewater service in accordance with all City of Austin ordinances, rules, and regulations regarding the extension of wastewater service. If you have any questions regarding the extension of water or wastewater service and City ordinances, rules, and regulations, please contact Phillip Jaeger, Austin Water Utility, at 972-0232. Thank you.

Sincerely,

Bart Jennings

Wholesale Services

Austin Water Utility

cc: Seyyed Miri, Utility Development Services

Phillip Jaeger, Utility Development Services

PUBLIC HEARING INFORMATION

This zoning/rezoning request will be reviewed and acted upon at two public hearings: before the Land Use Commission and the City Council. Although applicants and/or their agent(s) are expected to attend a public hearing, you are not required to attend. However, if you do attend, you have the opportunity to speak FOR or AGAINST the proposed development or change. You may also contact a neighborhood or environmental organization that has expressed an interest in an application affecting your neighborhood.

During its public hearing, the board or commission may postpone or continue an application's hearing to a later date, or may evaluate the City staff's recommendation and public input forwarding its own recommendation to the City Council. If the board or commission announces a specific date and time for a postponement or continuation that is not later than 60 days from the announcement, no further notice is required.

During its public hearing, the City Council may grant or deny a zoning request, or rezone the land to a less intensive zoning than requested but in no case will it grant a more intensive zoning.

However, in order to allow for mixed use development, the Council may add the MIXED USE (MU) COMBINING DISTRICT to certain commercial districts. The MU Combining District simply allows residential uses in addition to those uses already allowed in the seven commercial zoning districts. As a result, the MU Combining District allows the combination of office, retail, commercial, and residential uses within a single development.

For additional information on the City of Austin's land development process, visit our website:

www.ci.austin.tx.us/development

Written comments must be submitted to the board or commission (or the contact person listed on the notice) before or at a public hearing. Your comments should include the board or commission's name, the scheduled date of the public hearing, and the Case Number and the contact person listed on the notice.

Case Number: C814-05-0069

Contact: Sherri Sirwaitis, (512) 974-3057

Public Hearing:

January 17, 2006 Zoning and Platting Commission

CYNTHIA NORWOOD

Your Name (please print)

4105 DOCTOR SCOTT DRIVE

Your address(es) affected by this application

C. Norwood

Signature

1-12-06

Date

Comments: My biggest concern about

developing the land across the street from me

is the flooding that occurs when it rains. We

have three ponds that over flow with heavy

rain caused from the poor drainage of the area

you wish to develop. My house sits a little

above the area that floods, but if the land is

developed and the drainage issue is not taken

care of then my house and land will flood.

If you use this form to comment, it may be returned to:

City of Austin

Neighborhood Planning and Zoning Department

Sherri Sirwaitis

P. O. Box 1088

Austin, TX 78767-8810

Attachment H

PUBLIC HEARING INFORMATION

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Case Number: C814-05-0069

Contact: Sherri Sirwaitis, (512) 974-3057

Public Hearing:

January 17, 2006 Zoning and Platting Commission

Frances W. Rydick
Your Name (please print)

4005 Bland Rd., D.D. Valle, TX 78667
Your address(es) affected by this application



Signature

Date

Comments:

If you use this form to comment, it may be returned to:

City of Austin

Neighborhood Planning and Zoning Department

Sherri Sirwaitis

P. O. Box 1088

Austin, TX 78767-8810

ORDINANCE NO. _____

AN ORDINANCE REZONING AND CHANGING THE ZONING MAP TO ESTABLISH A PLANNED UNIT DEVELOPMENT (PUD) DISTRICT ON APPROXIMATELY 417.93 ACRES OF LAND GENERALLY KNOWN AS WATERSEDGE PUD, LOCATED AT 3700 DOCTOR SCOTT DRIVE AND STATE HIGHWAY 71 EAST.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

PART 1. The zoning map established by Section 25-2-191 of the City Code is amended to change the base zoning district from interim rural-residence (I-RR) district to planned unit development (PUD) district on the property (the "Property") described in File C814-05-0069 as approximately 417.93 acres of land being more particularly described by metes and bounds in Exhibit A incorporated into this ordinance, generally known as the Watersedge planned unit development, locally known as the property located at 3700 Doctor Scott Drive and State Highway 71 East, in the City of Austin, Travis County, Texas, and generally identified in the map attached as part of Exhibit A.

PART 2. This ordinance, together with the attached Exhibits "A" through "H", shall constitute the land use plan (the "PUD Land Use Plan") for the Watersedge planned unit development district (the "PUD") created by this ordinance. The PUD shall conform to the limitations and conditions set forth in this ordinance and in the Watersedge planned unit development land use plan Exhibits A through B and on record at the Neighborhood Planning and Zoning Department in File No. C814-05-0069. If the text of this ordinance and the attached exhibits conflict, the ordinance applies. Except as otherwise specifically provided by this ordinance, all other rules, regulations and ordinances of the City in effect on the effective date of this ordinance apply to the PUD.

PART 3. The attached exhibits or copies of originals on file with the City of Austin Neighborhood Planning and Zoning Department in File No. C814-05-0069 are incorporated into this ordinance in their entirety as though set forth fully in the text of this ordinance. The attached exhibits are as follows:

Exhibit A:	Description of Property and Zoning Map
Exhibit B:	Watersedge PUD Land Use Plan (sheets 1-5)
Exhibit C-1:	Site Development Criteria (see Exhibit B-sheet 1)
Exhibit C-2:	Additional Site Development Regulations Applicable to Mixed Development Residential (a) and (b) (See Exhibit B-sheet 1)
Exhibit D:	Permitted Use Table (See Exhibit B-sheet 1)

- 1 Exhibit E: PUD Notes (see Exhibit B-sheet 1)
2 Exhibit F: Slope Analysis and Water Quality Plan (sheet 3)
3 Exhibit G: Special Permitted Uses for PUD Area(s)
4 Exhibit H: Parks Trails Network Plan (see Exhibit B- sheet 5)
5

6 **PART 4.** In accordance with Section 25-2-411(A) (*Planned Unit Development District*
7 *Regulations*) of the City Code, the following regulations apply to the PUD instead of
8 otherwise applicable City regulations.
9

10 (A) Sections 25-2-491 (*Permitted, Conditional and Prohibited Uses*) and 25-2-492
11 (*Site Development Regulations*) of the City Code are modified to allow
12 development in the PUD to comply with the site development regulations and
13 permitted uses of the PUD land use plan.
14

15 (B) Green Building. All residential development shall comply with Austin Energy
16 Green Building Program (GBP) for a minimum one-star rating. All commercial
17 development shall comply with the GBP for a minimum one-star rating, or,
18 shall be designed and built according to the US Green Building Council's
19 Leadership in Energy and Environmental Design ("LEED™") Green Building
20 Rating System, Certified Level. Certification from either the GBP or the
21 LEED™ shall be met as specified by the version of the rating system current at
22 the time of design.
23

24 (C) At the time an application for approval of a site plan is submitted for
25 development of the Property, or any portion of the Property, an Integrated Pest
26 Management (IPM) plan shall be submitted to the Watershed Protection and
27 Development Review Department for review and approval.
28

29 The IPM plan shall comply with the guidelines in Section 1.6.9.2 (D) and (F) of
30 the Environmental Criteria Manual that are in effect on the date of this
31 covenant.
32

33 (D) The following applies to Property that has an open waterway with an upstream
34 drainage area between 64 acres and 320 acres:
35

36 The building setback is 50 feet on either side of the centerline of an open
37 waterway. Improvements permitted within the setback are limited to golf cart
38 trails, and one roadway crossing, or those improvements that may be otherwise
39 required by the City of Austin or specifically authorized in this ordinance.
40

PART 5. This part is applicable to Parcel A-2A.

- (A) Parcel A-2A as shown on Exhibit "B" shall be designated as a Fire/EMS station site. If a site plan application for the Fire/EMS facility is not approved seven years after the date the developer has delivered a letter of concurrence for the roadway abutting the site as shown on the approved subdivision construction plan or site plan to the Public Works Department, the land uses permitted on the site shall be the land uses permitted on Parcel A-2, and the owner need not dedicate Parcel A-2A to the City of Austin ("Termination Date"). The site development regulations applicable to the site for construction of a Fire/EMS station shall also apply to any other land use constructed on the site.
- (B) Subject to the Termination Date, the owner of the Fire/EMS site authorizes the City to file all development applications required for the construction of the Fire/EMS facility, and agrees to dedicate (fee simple) the site to the City of Austin upon approval of the Fire/EMS station site plan application.
- (C) The owner of the Fire/EMS station site and the City may agree in writing to relocate the Fire/EMS station site to another location within the PUD if the site development regulations of the site proposed for relocation remain the same as the original Fire/EMS station site, and accessibility from the site is acceptable to the City. The Director of the Neighborhood Planning and Zoning Department may administratively approve a revision of the PUD to reflect the relocation of the Fire/EMS station site within the PUD.
- (D) The City may release the designation of the Fire/EMS station site at any time prior to the Termination Date if the City has determined that a Fire/EMS facility will not be constructed on the site. Should the City releases the designation of should the Termination Date expire, the document releasing the Fire/EMS station site designation must be executed by the City Manager or designated Assistant City Manager, and the Director of Neighborhood Planning and Zoning Department may administratively approve a revision of the PUD to reflect the release of the Fire/EMS station site designation.

1 **PART 6.** This ordinance takes effect on _____, 2006.
2
3

4 **PASSED AND APPROVED**
5

6 _____, 2006
7
8

§
§
§

Will Wynn
Mayor

9
10
11
12
13 **APPROVED:** _____

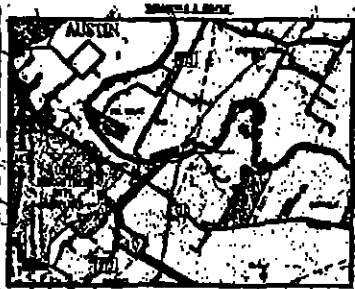
David Allan Smith
City Attorney

ATTEST: _____

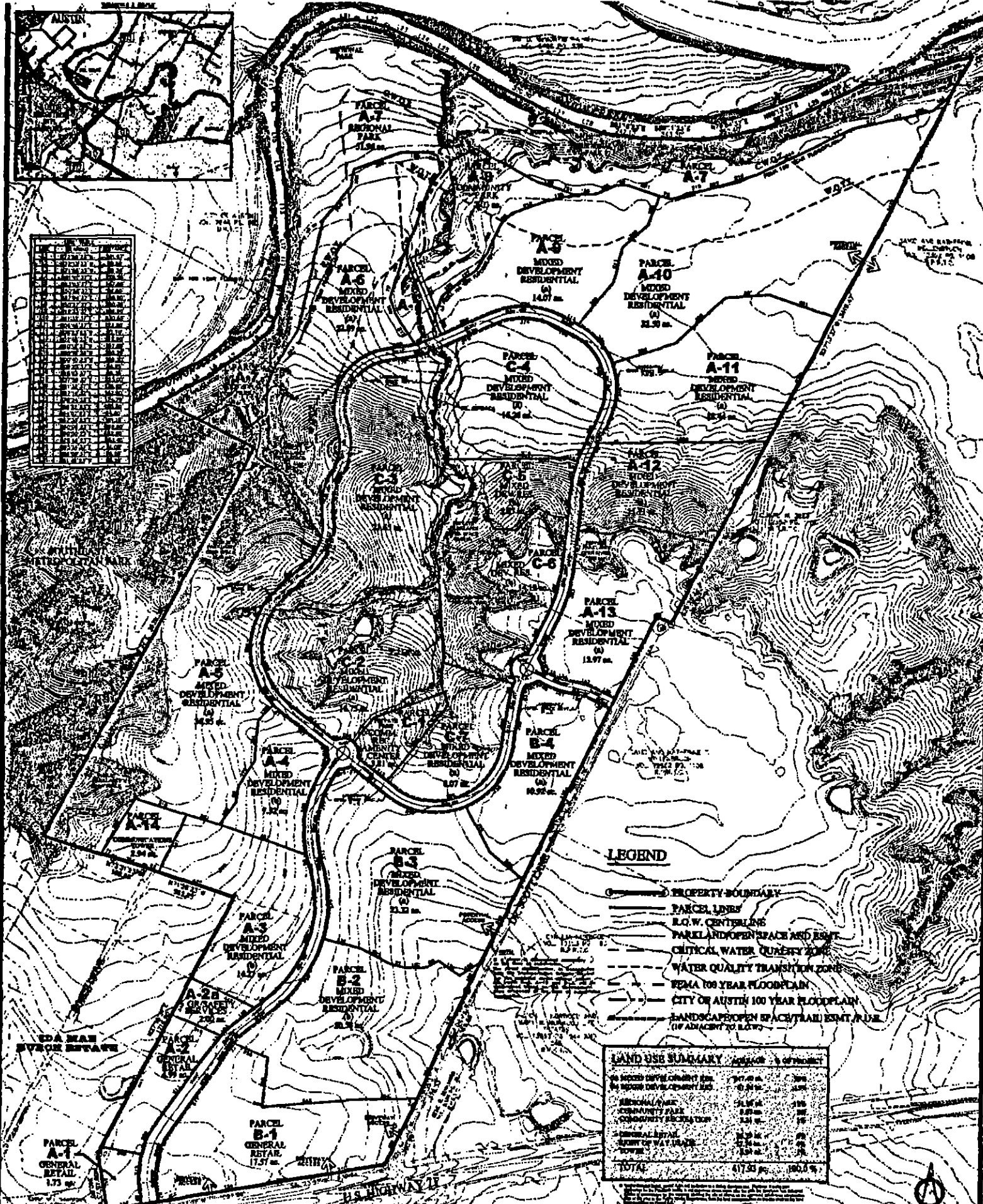
Shirley A. Gentry
City Clerk

WORTH C

SHEET 1 of 5



Parcel	Area (Ac.)	Use
Parcel A-1	1.73	General Retail
Parcel A-2	2.00	General Retail
Parcel A-3	14.27	Mixed Development Residential
Parcel A-4	1.84	Mixed Development Residential
Parcel A-5	14.35	Mixed Development Residential
Parcel A-6	22.91	Mixed Development Residential
Parcel A-7	11.94	Regional Park
Parcel A-8	14.07	Mixed Development Residential
Parcel A-9	44.28	Mixed Development Residential
Parcel A-10	11.30	Mixed Development Residential
Parcel A-11	18.59	Mixed Development Residential
Parcel A-12	13.19	Mixed Development Residential
Parcel A-13	13.97	Mixed Development Residential
Parcel B-1	17.57	General Retail
Parcel B-2	12.14	Mixed Development Residential
Parcel B-3	13.31	Mixed Development Residential
Parcel B-4	10.95	Mixed Development Residential
Parcel C-1	1.07	Mixed Development Residential
Parcel C-2	1.07	Mixed Development Residential
Parcel C-3	1.07	Mixed Development Residential
Parcel C-4	1.07	Mixed Development Residential
Parcel C-5	1.07	Mixed Development Residential
Parcel C-6	1.07	Mixed Development Residential
Parcel C-7	1.07	Mixed Development Residential
Parcel C-8	1.07	Mixed Development Residential
Parcel C-9	1.07	Mixed Development Residential
Parcel C-10	1.07	Mixed Development Residential
Parcel C-11	1.07	Mixed Development Residential
Parcel C-12	1.07	Mixed Development Residential
Parcel C-13	1.07	Mixed Development Residential
Parcel C-14	1.07	Mixed Development Residential
Parcel C-15	1.07	Mixed Development Residential
Parcel C-16	1.07	Mixed Development Residential
Parcel C-17	1.07	Mixed Development Residential
Parcel C-18	1.07	Mixed Development Residential
Parcel C-19	1.07	Mixed Development Residential
Parcel C-20	1.07	Mixed Development Residential
Parcel C-21	1.07	Mixed Development Residential
Parcel C-22	1.07	Mixed Development Residential
Parcel C-23	1.07	Mixed Development Residential
Parcel C-24	1.07	Mixed Development Residential
Parcel C-25	1.07	Mixed Development Residential
Parcel C-26	1.07	Mixed Development Residential
Parcel C-27	1.07	Mixed Development Residential
Parcel C-28	1.07	Mixed Development Residential
Parcel C-29	1.07	Mixed Development Residential
Parcel C-30	1.07	Mixed Development Residential
Parcel C-31	1.07	Mixed Development Residential
Parcel C-32	1.07	Mixed Development Residential
Parcel C-33	1.07	Mixed Development Residential
Parcel C-34	1.07	Mixed Development Residential
Parcel C-35	1.07	Mixed Development Residential
Parcel C-36	1.07	Mixed Development Residential
Parcel C-37	1.07	Mixed Development Residential
Parcel C-38	1.07	Mixed Development Residential
Parcel C-39	1.07	Mixed Development Residential
Parcel C-40	1.07	Mixed Development Residential
Parcel C-41	1.07	Mixed Development Residential
Parcel C-42	1.07	Mixed Development Residential
Parcel C-43	1.07	Mixed Development Residential
Parcel C-44	1.07	Mixed Development Residential
Parcel C-45	1.07	Mixed Development Residential
Parcel C-46	1.07	Mixed Development Residential
Parcel C-47	1.07	Mixed Development Residential
Parcel C-48	1.07	Mixed Development Residential
Parcel C-49	1.07	Mixed Development Residential
Parcel C-50	1.07	Mixed Development Residential
Parcel C-51	1.07	Mixed Development Residential
Parcel C-52	1.07	Mixed Development Residential
Parcel C-53	1.07	Mixed Development Residential
Parcel C-54	1.07	Mixed Development Residential
Parcel C-55	1.07	Mixed Development Residential
Parcel C-56	1.07	Mixed Development Residential
Parcel C-57	1.07	Mixed Development Residential
Parcel C-58	1.07	Mixed Development Residential
Parcel C-59	1.07	Mixed Development Residential
Parcel C-60	1.07	Mixed Development Residential
Parcel C-61	1.07	Mixed Development Residential
Parcel C-62	1.07	Mixed Development Residential
Parcel C-63	1.07	Mixed Development Residential
Parcel C-64	1.07	Mixed Development Residential
Parcel C-65	1.07	Mixed Development Residential
Parcel C-66	1.07	Mixed Development Residential
Parcel C-67	1.07	Mixed Development Residential
Parcel C-68	1.07	Mixed Development Residential
Parcel C-69	1.07	Mixed Development Residential
Parcel C-70	1.07	Mixed Development Residential
Parcel C-71	1.07	Mixed Development Residential
Parcel C-72	1.07	Mixed Development Residential
Parcel C-73	1.07	Mixed Development Residential
Parcel C-74	1.07	Mixed Development Residential
Parcel C-75	1.07	Mixed Development Residential
Parcel C-76	1.07	Mixed Development Residential
Parcel C-77	1.07	Mixed Development Residential
Parcel C-78	1.07	Mixed Development Residential
Parcel C-79	1.07	Mixed Development Residential
Parcel C-80	1.07	Mixed Development Residential
Parcel C-81	1.07	Mixed Development Residential
Parcel C-82	1.07	Mixed Development Residential
Parcel C-83	1.07	Mixed Development Residential
Parcel C-84	1.07	Mixed Development Residential
Parcel C-85	1.07	Mixed Development Residential
Parcel C-86	1.07	Mixed Development Residential
Parcel C-87	1.07	Mixed Development Residential
Parcel C-88	1.07	Mixed Development Residential
Parcel C-89	1.07	Mixed Development Residential
Parcel C-90	1.07	Mixed Development Residential
Parcel C-91	1.07	Mixed Development Residential
Parcel C-92	1.07	Mixed Development Residential
Parcel C-93	1.07	Mixed Development Residential
Parcel C-94	1.07	Mixed Development Residential
Parcel C-95	1.07	Mixed Development Residential
Parcel C-96	1.07	Mixed Development Residential
Parcel C-97	1.07	Mixed Development Residential
Parcel C-98	1.07	Mixed Development Residential
Parcel C-99	1.07	Mixed Development Residential
Parcel C-100	1.07	Mixed Development Residential



- LEGEND**
- PROPERTY BOUNDARY
 - PARCEL LINES
 - R.O.W. CENTERLINE
 - PARKLAND OPEN SPACE AND ESMT
 - CRITICAL WATER QUALITY ZONE
 - WATER QUALITY TRANSITION ZONE
 - FEMA 100 YEAR FLOODPLAIN
 - CITY OF AUSTIN 100 YEAR FLOODPLAIN
 - LANDSCAPE OPEN SPACE/TRANS ESMT/P.U.D. (IF ADJACENT TO R.O.W.)

Land Use	Area (Ac.)	% of Project
General Development	107.40	20%
Mixed Development	107.40	20%
Regional Park	11.94	2%
Community Park	11.94	2%
Community Recreation	11.94	2%
General Retail	17.57	3%
Water Quality	11.94	2%
Open Space	11.94	2%
TOTAL	417.33	100.0%

EXHIBIT G

SPECIAL PERMITTED USES FOR PUD AREAS(a)

March 28, 2006

"Cottage Dwelling", "Secondary Apartment Dwelling" and "Urban Dwelling" are special uses permitted, at the option of the development, on certain Parcels in the Watersedge PUD under specific site development regulations.

The residential special uses, specifically the cottage dwelling, Secondary Apartment dwellings, and Urban Dwelling uses, shall be permitted on those Parcels specified in Exhibit D to the Ordinance.

The definitions and site development regulations applicable to the Optional Special Uses are as set out below.

1. "Cottage Dwelling" special use is the use of a site of limited size for single-family residential dwellings on lots of at least 2500 square feet in size

A Cottage Dwelling special use development may not exceed two acres in size. For a Cottage Dwelling special use development or more than eight lots, 250 square feet of community open space is required for each lot.

For a Cottage Dwelling special use:

1. The minimum lot width is 30 feet;
2. The maximum height of a structure is 35 feet;
3. The minimum front yard setback is 15 feet;
4. The minimum street side yard setback is 10 feet;
5. The minimum interior side yard setback is 5 feet;
6. The minimum rear yard setback is 5 feet;
7. The maximum building coverage is 55 percent; and
8. The maximum impervious coverage is 65%.

The minimum lot area for a Cottage Dwelling special use is:

1. 2,500 square feet; or
2. 3,500 square feet for a lot that is located in an SF-3 district; and
 - Is a corner lot; or
 - Adjoins a lot that is:
 - a. Zoned SF-3;
 - b. Has a lot area of at least 5,750 square; and
3. Is developed as a single-family resident.

For a Cottage Dwelling special use with a front driveway, a garage, if, any, must be located at least 20 feet behind the building facade.

For a Cottage Dwelling special use, other than a driveway, parking is not permitted in a front yard.

For a Cottage Dwelling special use, the main entrance of the principal structure must face the front lot line.

For a Cottage Dwelling special use a covered front porch is required. The minimum depth of the porch is five feet. The minimum width of the porch is 50 percent of the width of the front façade.

For a Cottage Dwelling special use 200 square feet of private open space is required for each dwelling.

2. "Secondary apartment Dwelling" is the use of a developed single-family residential lot for a second dwelling.

(A) Secondary Apartment Dwelling use is permitted in MDR(a) zoning base districts.

(B) A Secondary Apartment Dwelling is not permitted in combination with a Cottage Dwelling or Urban Dwelling use;

(C) A Secondary Apartment Dwelling must be located in a structure other than the principal structure. The apartment may be connected to the principal structure by a covered walkway;

(D) A Secondary Apartment Dwelling must be located at least 15' to the rear of the principal structure or above a garage;

(E) A Secondary Apartment Dwelling may not exceed 850 square feet of gross floor area;

(F) The entrance to a Secondary apartment dwelling must be on the side of the structure that is the greatest distance from the corresponding side lot line.

(G) One parking space is required in addition to the parking otherwise required for the principal use.

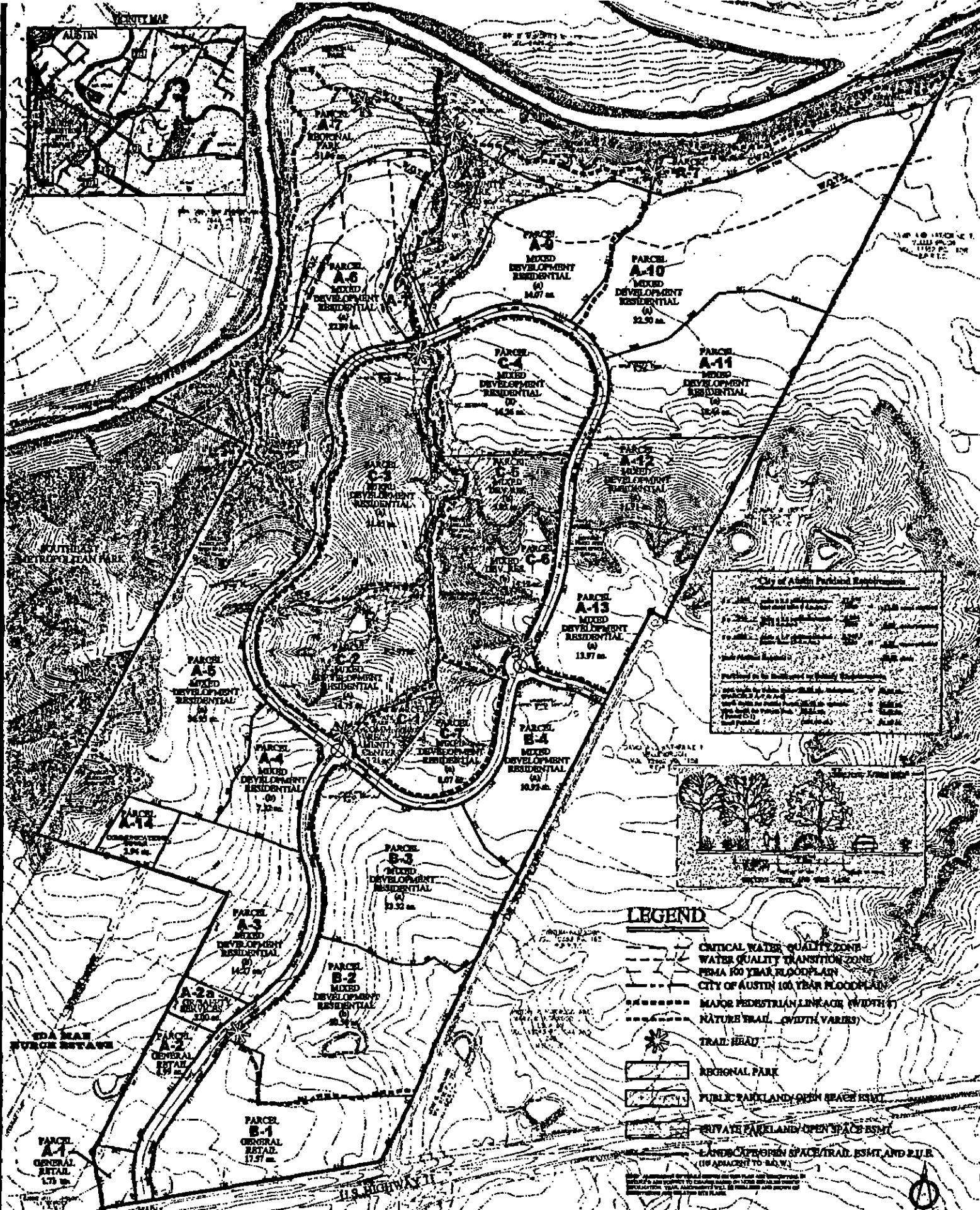
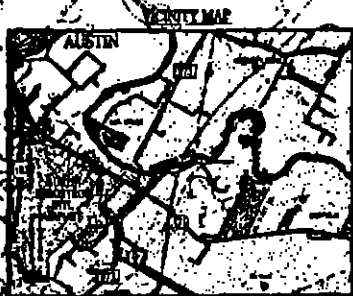
3. "Urban Dwelling" use is the use of a site for a single-family residential dwelling on a lot of at least 3,500 square feet in size.

(A) Urban Dwelling is permitted in MDR(a) zoning base districts.

(B) For an Urban Dwelling use development of more than eight lots, 250 square feet of community open space is required;

(C) The minimum lot size is 3,500 square feet;

- (D) The minimum lot width is 40 feet;
- (E) The maximum height of a structure is 35 feet;
- (F) The minimum street side yard setback is 10 feet;
- (G) The minimum interior side yard setback is 5 feet;
- (H) The minimum rear yard setback is 5 feet;
- (I) The maximum building coverage is 55%; and
- (J) The maximum impervious coverage is 65%
- (K) Except as otherwise is provided herein, the minimum front yard setback is 20 feet:
 - 1. If Urban Dwelling uses are proposed for the entire length of a block face, the minimum front yard setback is 15 feet;
 - 2. For an Urban Dwelling use that adjoins a legally developed lot with a front yard setback of less than 25 feet, the minimum front yard setback is equal to the average of the front yard setbacks applicable to adjoining lots.
- (L) For an Urban Dwelling use with a front driveway:
 - 1. The garage, if any, must be at least five feet behind the front façade of the principal structure; and
 - 2. For a garage within 200 feet of the front façade, the width of the garage may not exceed 50 percent of the width of the front façade.
- (M) Other than in a driveway, parking is not permitted in a front yard;
- (N) The main entrance of an Urban Dwelling use must face the front lot line
- (O) A covered front porch is required for an Urban Dwelling use. The minimum depth of the porch is five feet. The minimum width of the porch is 50 percent of the width of the building façade.
- (P) Two hundred square feet of private open space is required for each dwelling.



City of Austin Parkland Requirements

Category	Requirement	Notes
1. General	1.00 ac. per 100,000 sq. ft. of floor area	Includes all parkland, including regional parks, neighborhood parks, and open space.
2. Regional	1.00 ac. per 100,000 sq. ft. of floor area	Includes all regional parks, including regional parks, neighborhood parks, and open space.
3. Neighborhood	1.00 ac. per 100,000 sq. ft. of floor area	Includes all neighborhood parks, including neighborhood parks, neighborhood open space, and open space.
4. Open Space	1.00 ac. per 100,000 sq. ft. of floor area	Includes all open space, including open space, neighborhood open space, and open space.

Notes: 1. All parkland shall be dedicated to the City of Austin. 2. All parkland shall be dedicated to the City of Austin. 3. All parkland shall be dedicated to the City of Austin. 4. All parkland shall be dedicated to the City of Austin.



LEGEND

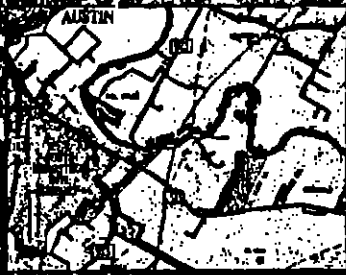
- CRITICAL WATER QUALITY ZONE
- WATER QUALITY TRANSITION ZONE
- FEMA 100 YEAR FLOODPLAIN
- CITY OF AUSTIN 100 YEAR FLOODPLAIN
- MAJOR PEDESTRIAN LINKAGE (WIDTH 5')
- NATURE TRAIL (WIDTH VARIES)
- TRAIL HEAD
- REGIONAL PARK
- PUBLIC PARKLAND/OPEN SPACE ESMT
- PRIVATE PARKLAND/OPEN SPACE ESMT
- LANDSCAPE OPEN SPACE/TRAIL ESMT AND P.U.E. (10' ADJACENT TO S.D.W.)

ESMT: ENVIRONMENTAL SENSITIVE TRAIL. ESMT: ENVIRONMENTAL SENSITIVE TRAIL. ESMT: ENVIRONMENTAL SENSITIVE TRAIL.



WATERSEGE P.U.D. **PARKS/TRAILS NETWORK PLAN** **"EXHIBIT H"**

SCALE: 1" = 100'
 DATE: 3/22/06
 SHEET 4 of 3



LAND USE SUMMARY			ACREAGE	% OF PROJECT
(a) MIXED DEVELOPMENT RES	241.40 ac.		58%	
(b) MIXED DEVELOPMENT RES	61.14 ac.		15%	
REGIONAL PARK	31.90 ac.		8%	
COMMUNITY PARK	7.03 ac.		2%	
COMMUNITY RECREATION	3.21 ac.		1%	
• CENTRAL RETAIL	26.29 ac.		6%	
RIGHT OF WAY UTAH	17.78 ac.		4%	
TOWER	2.94 ac.		1%	
TOTAL	417.93 ac.		100.0 %	

Map prepared by the Planning Department, City of Austin, Texas, from aerial photography and ground survey data. The map is not to be used for any other purpose without the written consent of the City of Austin.



WATERSIDE PUD

Exhibit "A"

METCALFE & SANDERS, INC./LAND SURVEYORS

4800 SOUTH CONGRESS
AUSTIN, TEXAS 78745
(512) 442-5363

SURVEYS & RECORDS SINCE 1904

METES AND BOUNDS DESCRIPTION OF A SURVEY OF 417.93 ACRES OF LAND, MORE OR LESS, A PORTION OF THE JOSE ANTONIO NAVARRO SEVEN LEAGUE GRANT, ABSTRACT NO. 18, IN TRAVIS COUNTY, TEXAS, SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING ALL OF THAT 417.93 ACRE TRACT, A PORTION OF THE SAID JOSE ANTONIO NAVARRO SEVEN LEAGUE GRANT, AS DESCRIBED IN A WARRANTY DEED FROM E. H. SMARTT TO PERCY A. MARSHALL AND WIFE, AILEEN C. MARSHALL IN VOLUME 4540, PAGE 1618, DEED RECORDS OF TRAVIS COUNTY, TEXAS, THE SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING COMPOSED OF THE FOLLOWING TRACTS: BEING ALL OF THAT 408.27 ACRE TRACT, SAVE AND EXCEPT THAT 9.656 ACRE TRACT, BOTH A PORTION OF THE SAID 417.93 ACRE TRACT, AS CONVEYED IN A SPECIAL WARRANTY DEED FROM MARSHALL FAMILY PARTNERSHIP TO LEWIS MARSHALL, KATHLEEN MARSHALL HARDIN AND AILEEN MARSHALL ROBERTS IN VOLUME 12297, PAGE 1776, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; BEING ALL OF THAT ONE-HALF OF AN UNDIVIDED ONE-THIRD INTEREST IN SAID 408.27 ACRE TRACT, SAVE AND EXCEPT THAT 9.656 ACRE TRACT, AS CONVEYED IN A SPECIAL WARRANTY DEED FROM LEWIS MARSHALL TO SANDRA LYNN MARSHALL IN DOCUMENT NUMBER 2000053239, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; BEING ALL OF THAT 5.07 ACRE TRACT, DESIGNATED AS TRACT ONE AND ALL OF THAT 5.0 ACRE TRACT, DESIGNATED AS TRACT TWO, BOTH A PORTION OF THE SAID 417.93 ACRE TRACT AND BOTH BEING DESCRIBED IN A SPECIAL WARRANTY DEED FROM AILEEN MARSHALL ROBERTS, INDEPENDENT EXECUTOR OF THE ESTATE OF AILEEN C. MARSHALL, DECEASED TO LEWIS MARSHALL, KATHLEEN MARSHALL HARDIN AND AILEEN MARSHALL ROBERTS IN VOLUME 13379, PAGE 216, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; AND BEING ALL OF THAT 9.656 ACRE TRACT, A PORTION OF THE SAID 417.93 ACRE TRACT, AS DESCRIBED IN A WARRANTY DEED FROM MARSHALL FAMILY PARTNERSHIP TO LEWIS MARSHALL IN VOLUME 9700, PAGE 615, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, SAID 9.656 ACRE TRACT BEING ALSO DESIGNATED AS TRACT ONE AND CONVEYED (ONE-HALF INTEREST) IN A SPECIAL WARRANTY DEED FROM LEWIS MARSHALL TO SANDRA LYNN MARSHALL IN DOCUMENT NUMBER 2000053238, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, THE SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING ALSO ALL OF THE FOLLOWING TRACTS CONVEYED TO THE S. R. SCOTT FAMILY LIMITED PARTNERSHIP: ALL OF THAT 408.27 ACRE TRACT, 417.93 ACRES, SAVE AND EXCEPT 9.656 ACRES, AS DESCRIBED IN A GENERAL WARRANTY DEED FROM SANDRA LYNN MARSHALL-DETEN AND DALE DETEN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005120, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; ALL OF THAT 408.27 ACRE TRACT, 417.93

ACRES, SAVE AND EXCEPT 9.656 ACRES, AS DESCRIBED IN A GENERAL WARRANTY DEED FROM LEWIS MARSHALL, AILEEN MARSHALL ROBERTS, KATHLEEN MARSHALL HARDIN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005121, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; AND ALL OF THAT 9.656 ACRE TRACT AS DESCRIBED IN A GENERAL WARRANTY DEED FROM SANDRA LYNN MARSHALL-DETEN AND DALE DETEN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005123, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AS ORIGINALLY SURVEYED FOR E. H. SMARTT BY METCALFE ENGINEERING COMPANY, INC. AND UPDATED FOR STEVE SCOTT, THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP AND MAK MARSHALL RANCH, L.P. BY METCALFE & SANDERS, INC., LAND SURVEYORS, 4800 SOUTH CONGRESS AVENUE, AUSTIN, TEXAS, SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" steel pin with plastic cap set near corner of fence for the northeast corner of Lot 4-B of the Partition of the Ida Mae Burch Estate, a subdivision of a portion of the Jose Antonio Navarro Seven League Grant, Abstract No. 18, in Travis County, Texas, of record in Plat Book 9, Page 35, Plat Records of Travis County, Texas, and for an interior corner of that 417.93 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a Warranty Deed from E. H. Smartt to Percy A. Marshall and wife, Aileen C. Marshall in Volume 4540, Page 1618, Deed Records of Travis County, Texas, said 1/2" steel pin with plastic cap set being also the northwest corner of that 5.0 acre tract of land, a portion of the said 417.93 acre tract, designated as Tract Two and described in a Special Warranty Deed from Aileen Marshall Roberts, Independent Executor of the Estate of Aileen C. Marshall, Deceased to Lewis Marshall, Kathleen Marshall Hardin and Aileen Marshall Roberts in Volume 13379, Page 216, Real Property Records of Travis County, Texas, for the POINT OF BEGINNING and an interior corner of the herein described tract;

THENCE with the north line of said Lot 4-B and with the north end of Burch Drive and with the north line of Lot 5-B, of said Partition of the Ida Mae Burch Estate, and being also with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, courses numbered 1 through 4 inclusive as follows:

- (1) N 68°45' W 562.85 feet to a 1/2" steel pin found;
- (2) N 70°48' W 188.89 feet to a 3/4" iron pipe previously set and found this date;
- (3) N 70°15' W 241.67 feet to a 3/4" iron pipe previously set and found this date;
- (4) N 69°30' W 95.56 feet to a 1/2" iron pipe found at the northwest corner of said

Lot 5-B and near a northeast corner of that 91.49 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, in Travis County, Texas, as described in a Special Warranty Deed from The Hills of Onion Creek Joint Venture to Travis County, Texas, in Volume 13165, Page 954, Real Property Records of Travis County, Texas;

(5) THENCE with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and being along or near a

north line of the said Travis County 91.49 acre tract, N 69°12' W 89.34 feet to a 3/4" iron pipe previously set and found this date at corner of fence for a southwest corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and a northwest corner of the said Travis County, Texas 91.49 acre tract, said 3/4" iron pipe previously set and found this date being also the northeast corner of that 2.0 acre cemetery tract, a portion of the said Jose Antonio Navarro Seven League Grant, in Travis County, Texas, as described in a deed from R. F. Jones to E. P. Norwood, et al, in Volume 87, Page 242, Deed Records of Travis County, Texas, for a southwest corner of the herein described tract;

(6) THENCE with the average of an old and crooked fence along a west line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly east line of the said Travis County, Texas 91.49 acre tract, N 30°10' E 2639.0 feet to a 1" iron pipe previously set in the center of a gully and found this date at an interior corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly northeast corner of the said Travis County, Texas 91.49 acre tract, for an interior corner of the herein described tract;

(7) THENCE with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly north line of the said Travis County, Texas 91.49 acre tract, N 60°38' W at 594.09 feet passing the most northerly northwest corner of the said Travis County, Texas 91.49 acre tract, in all 616.11 feet to a 1" iron pipe previously set on the south bank of Onion Creek at the most northerly southwest corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, for the most northerly southwest corner of the herein described tract;

THENCE downstream with the meanders of the southeast, east and south bank of Onion Creek and being also with the northwest, west and north line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, courses numbered 8 through 39 as follows:

- (8) N 64°25' E 175.56 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (9) N 65°47' E 147.85 feet to an iron stake;
- (10) N 53°42' E 94.5 feet to an iron stake;
- (11) N 59°48' E 158.8 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (12) N 53°11' E 200.35 feet to an iron stake;
- (13) N 22°17' E 126.8 feet to an iron stake;
- (14) N 14°16' E 230.55 feet to an iron stake;
- (15) N 9°30' E 122.8 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (16) N 5°40' W 92.7 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (17) N 0°05' W 312.9 feet to an iron stake;

- (18) N 7°35' W 187.0 feet to an iron stake;
- (19) N 2°35' W 155.2 feet to an iron stake;
- (20) N 2°03' E 199.3 feet to an iron stake;
- (21) N 12°09' E 54.95 feet to an iron stake;
- (22) N 20°47' E 89.35 feet to an iron stake;
- (23) N 40°43' E 223.0 feet to an iron stake;
- (24) N 64°16' E 176.65 feet to an iron stake;
- (25) N 89°58' E 142.8 feet to an iron stake;
- (26) S 75°41' E 174.7 feet to an iron stake;
- (27) S 64°09' E 185.5 feet to an iron stake;
- (28) S 61°24' E 94.8 feet to an iron stake;
- (29) S 59°50' E 161.15 feet to an iron stake;
- (30) S 57°23' E 259.9 feet to an iron stake;
- (31) S 60°53' E 370.3 feet to an iron stake;
- (32) S 58°07' E 132.6 feet to an iron stake;
- (33) S 70°01' E 233.4 feet to an iron stake;
- (34) S 80°35' E 242.1 feet to an iron stake;
- (35) S 86°28' E 343.3 feet to an iron stake;
- (36) N 82°38' E 350.4 feet to an iron stake;
- (37) N 70°57' E 297.1 feet to an iron stake;
- (38) N 67°58' E 91.05 feet to an iron stake;
- (39) N 66°49' E 274.65 feet to an iron stake at the intersection of the wet bank of Onion Creek with the old bed of Onion Creek;

THENCE with the meanders of the south bank of old Onion Creek and the north line of the said Marshall 417.93 acre tract, courses numbered 40 through 42 inclusive as follows:

- (40) N 88°44' E 76.0 feet to an iron stake;
- (41) N 78°18' E 237.9 feet to an iron stake;
- (42) N 74°27' E 333.84 feet to a 1" iron pipe previously set and found this date on the south bank of the old bed of Onion Creek at the northeast corner of the said Marshall 417.93 acre tract and in or near the most northerly west line of that 284.0563 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in Warranty Deed with Vendor's Lien from The Johnson Family Limited Partnership to David L. Mellenbruch, et ux in Volume 12352, Page 1108, Real Property Records of Travis County, Texas, for the northeast corner of the herein described tract, and from which 1" iron pipe found a 36" Cottonwood (now dead) marked x bears S 85°30' E 66.6 feet and a 30" Elm marked x bears S 0°05' E 27.1 feet;

THENCE with the northerly prolongation of a fence and with said fence, and being also with the most northerly east line of the said Marshall 417.93 acre tract and along or near the most northerly west line of the said Mellenbruch 284.0563 acre tract, and being also along or near the west line of that 25.0000 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a Warranty Deed from David L. Mellenbruch, et ux, to Claire W. Dees in Volume 12352, Page 1104, Real Property Records of Travis County, Texas, and being also with the east line of that 9.656 acre tract, a portion of the said 417.93 acre tract, as described

in a Warranty Deed from Marshall Family Partnership to Lewis Marshall in Volume 9700, Page 615, Real Property Records of Travis County, Texas, courses numbered 43 through 44 inclusive as follows:

(43) S 29°57' W 3419.47 feet to a 3/4" iron pipe previously set and found this date at the northeast corner of the said Marshall 9.656 acre tract;

(44) S 29°10' W 364.91 feet to a 3/4" iron pipe previously set and found this date at the northeast corner of that 2.8 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, described as a forty foot wide lane for a County Road in a deed from Mrs. Ella J. Washington, Individually and as Independent Executrix of the T. P. Washington Estate to Travis County, Texas, in Volume 548, Page 273, Deed Records of Travis County, Texas, and the southeast corner of the said Marshall 9.656 acre tract, said 3/4" iron pipe found being the most northerly southeast corner of the said Marshall 417.93 acre tract and the present northeast corner of Dr. Scott Drive, for the most northerly southeast corner of the herein described tract;

(45) THENCE with the north line of the said Travis County, Texas 2.8 acre tract as fenced and the south line of the said Marshall 9.656 acre tract and being also with the north line of Dr. Scott Drive as fenced and used on the ground and a south line of the said Marshall 417.93 acre tract, N 59° 06' W 95.20 feet to a 1 1/4 " drill stem with 3/4" threads at the top previously set and found this date for the northwest corner of Dr. Scott Drive as fenced and used upon the ground and an interior corner of the said Marshall 417.93 acre tract, for an interior corner of the herein described tract;

THENCE with the west line of Dr. Scott Drive, as found fenced and used upon the ground, and the most southerly east line of the said Marshall 417.93 acre tract, courses numbered 46 through 48 inclusive as follows:

(46) S 28°50' W 2512.76 feet to a 3/4" iron pipe previously set and found this date;

(47) S 27°43' W 369.66 feet to a 3/4" iron pipe previously set and found this date;

(48) S 25°19' W 378.33 feet to a square head bolt found;

(49) THENCE with the west line of Dr. Scott Drive, as found fenced and used upon the ground, and the most southerly east line of the said Marshall 417.93 acre tract, S 29°33' W 390.99 feet to a concrete highway marker found at the intersection of the west line of Dr. Scott Drive with the north line of Texas State Highway No. 71, said concrete highway marker found being also the most southerly southeast corner of the said Marshall 417.93 acre tract, for the most southerly southeast corner of the herein described tract;

THENCE with the north line of Texas State Highway No. 71 and the most southerly south line of the said Marshall 417.93 acre tract, courses numbered 50 through 51 inclusive as follows:

(50) S 83°07' W 639.64 feet to a concrete highway marker found;

(51) S 83°06' W 1027.80 feet to a 3/4" iron pipe previously set and found this date at the most southerly southwest corner of the said Marshall 417.93 acre tract and the southeast corner of that 1.9 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a deed from Richard Sterling, et ux, to Israel Thompson, et ux, in Volume 1058,

Page 512, Deed Records of Travis County, Texas, for the most southerly southwest corner of the herein described tract;

(52) THENCE with the most southerly west line of the said Marshall 417.93 acre tract and the east line of the Thompson 1.0 acre tract, N 7°02' W 340.6 feet to a 3/4" iron pipe previously set and found this date at the north corner of the said Thompson 1.0 acre tract in the east line of Lot 1-B of said Partition of the Ida Mae Burch Estate, of record in Plat Book 9, Page 35, Plat Records of Travis County, Texas;

(53) THENCE with the most southerly west line of the said Marshall 417.93 acre tract and the east line of said Lot 1-B and the east line of Lots 2-B and 3-B of said Partition of the Ida Mae Burch Estate, and with the east line of said Lot 4-B, and being also with the west line of the said Marshall Tract Two of 5.0 acres of record in Volume 13379, Page 216, Real Property Records of Travis County, Texas, N 30°00' E at 120.12 feet passing a 3/4" iron pipe found at the northeast corner of said Lot 1-B and the southeast corner of said Lot 2-B, in all 1716.90 feet to POINT OF BEGINNING of the herein described tract, containing 417.93 acres of land, more or less.

Note: The plastic caps on the steel pins set which are denoted as being capped are inscribed with "M & S 1838".

Motes and Bounds Description Revised January 7, 2005
From A Metes and Bounds Description Prepared December, 1972 .
Survey Last Updated January 4, 2005
From A Survey Completed December 1972.



METCALFE & SANDERS, INC.
Land Surveyors

By:

A handwritten signature in dark ink, appearing to read "George L. Sanders", written over a horizontal line.

George L. Sanders
Texas Registered Professional
Land Surveyor No. 1838

Plan 8595
FB 891, P 1-9 & DC
FB 509, P 40-49

Job No. 05003.01

c:\project\05003\doc\fn417ac.doc

RESTRICTIVE COVENANT

OWNER: MAK Marshall Ranch, L.P., a Texas limited partnership

ADDRESS: 3809 Juniper Trace, Suite 203, Austin, Texas 78738

CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledged.

PROPERTY: A 417.93 acre tract of land, more or less, out of the Jose Antonio Navarro Seven League Grant, Abstract No. 18, in Travis County, the tract of land being more particularly described by metes and bounds in Exhibit "A" incorporated into this covenant.

WHEREAS, the Owners of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions;

NOW, THEREFORE, it is declared that the Owners of the Property, for the consideration, shall hold, sell and convey the Property, subject to the following covenants and restrictions impressed upon the Property by this restrictive covenant. These covenants and restrictions shall run with the land, and shall be binding on the Owners of the Property, its heirs, successors, and assigns.

1. A site plan or building permit for the Property may not be approved, released, or issued, if the completed development or uses of the Property, considered cumulatively with all existing or previously authorized development and uses, generate traffic that exceeds the total traffic generation for the Property as specified in that certain Traffic Impact Analysis ("TIA") prepared by WHM Transportation Engineering, Inc., dated September 14, 2005, or as amended and approved by the Director of the Watershed Protection and Development Review Department. All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Watershed Protection and Development Review Department, dated December 2, 2005. The TIA shall be kept on file at the Watershed Protection and Development Review Department.
2. The City of Austin shall construct a Fire/EMS station on the Property in a manner that is aesthetically pleasing and complementary with the established development standards for the Watersedge planned unit development. The exterior of the station will utilize neutral colors and will be constructed of stone, masonry, or a masonry based product, together with a metal roof. Any glass elements used on the exterior of the building shall be non-reflective.

3. At the time an application for approval of a site plan is submitted for development of the Property, or any portion of the Property, an Integrated Pest Management (IPM) plan shall be submitted to the Watershed Protection and Development Review Department for review and approval.
4. The IPM plan shall comply with the guidelines in Section 1.6.9.2 (D) and (F) of the Environmental Criteria Manual that are in effect on the date of this covenant.
5. If any person or entity shall violate or attempt to violate this agreement and covenant, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such agreement or covenant, to prevent the person or entity from such actions, and to collect damages for such actions.
6. If any part of this agreement or covenant is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this agreement, and such remaining portion of this agreement shall remain in full effect.
7. If at any time the City of Austin fails to enforce this agreement, whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it.
8. This agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property subject to the modification, amendment or termination at the time of such modification, amendment or termination.

EXECUTED this the _____ day of _____, 2006.

OWNERS:

**MAK Marshall Ranch, L.P.,
a Texas limited partnership**

By: MAK Marshall Ranch, Inc.,
a Delaware corporation,
its general partner

By: _____
Curtis Davidson,
Vice President

APPROVED AS TO FORM:

**Assistant City Attorney
City of Austin**

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the ____ day of _____, 2006 by Curtis Davidson, Vice President of MAK Marshall Ranch, Inc., a Delaware corporation, general partner of MAK Marshall Ranch, L.P., a Texas limited partnership, on behalf of the corporation and the limited partnership.

Notary Public, State of Texas

**After Recording, Please Return to:
City of Austin
Department of Law
P. O. Box 1088
Austin, Texas 78767
Attention: Diana Minter, Legal Assistant**

Exhibit "A"

METCALFE & SANDERS, INC./LAND SURVEYORS

4800 SOUTH CONGRESS
AUSTIN, TEXAS 78745
(512) 442-3363

SURVEYS & RECORDS SINCE 1904

METES AND BOUNDS DESCRIPTION OF A SURVEY OF 417.93 ACRES OF LAND, MORE OR LESS, A PORTION OF THE JOSE ANTONIO NAVARRO SEVEN LEAGUE GRANT, ABSTRACT NO. 18, IN TRAVIS COUNTY, TEXAS, SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING ALL OF THAT 417.93 ACRE TRACT, A PORTION OF THE SAID JOSE ANTONIO NAVARRO SEVEN LEAGUE GRANT, AS DESCRIBED IN A WARRANTY DEED FROM E. H. SMARTT TO PERCY A. MARSHALL AND WIFE, AILEEN C. MARSHALL IN VOLUME 4540, PAGE 1618, DEED RECORDS OF TRAVIS COUNTY, TEXAS, THE SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING COMPOSED OF THE FOLLOWING TRACTS: BEING ALL OF THAT 408.27 ACRE TRACT, SAVE AND EXCEPT THAT 9.656 ACRE TRACT, BOTH A PORTION OF THE SAID 417.93 ACRE TRACT, AS CONVEYED IN A SPECIAL WARRANTY DEED FROM MARSHALL FAMILY PARTNERSHIP TO LEWIS MARSHALL, KATHLEEN MARSHALL HARDIN AND AILEEN MARSHALL ROBERTS IN VOLUME 12297, PAGE 1776, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; BEING ALL OF THAT ONE-HALF OF AN UNDIVIDED ONE-THIRD INTEREST IN SAID 408.27 ACRE TRACT, SAVE AND EXCEPT THAT 9.656 ACRE TRACT, AS CONVEYED IN A SPECIAL WARRANTY DEED FROM LEWIS MARSHALL TO SANDRA LYNN MARSHALL IN DOCUMENT NUMBER 2000053239, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; BEING ALL OF THAT 5.07 ACRE TRACT, DESIGNATED AS TRACT ONE AND ALL OF THAT 5.0 ACRE TRACT, DESIGNATED AS TRACT TWO, BOTH A PORTION OF THE SAID 417.93 ACRE TRACT AND BOTH BEING DESCRIBED IN A SPECIAL WARRANTY DEED FROM AILEEN MARSHALL ROBERTS, INDEPENDENT EXECUTOR OF THE ESTATE OF AILEEN C. MARSHALL, DECEASED TO LEWIS MARSHALL, KATHLEEN MARSHALL HARDIN AND AILEEN MARSHALL ROBERTS IN VOLUME 13379, PAGE 216, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS; AND BEING ALL OF THAT 9.656 ACRE TRACT, A PORTION OF THE SAID 417.93 ACRE TRACT, AS DESCRIBED IN A WARRANTY DEED FROM MARSHALL FAMILY PARTNERSHIP TO LEWIS MARSHALL IN VOLUME 9700, PAGE 615, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, SAID 9.656 ACRE TRACT BEING ALSO DESIGNATED AS TRACT ONE AND CONVEYED (ONE-HALF INTEREST) IN A SPECIAL WARRANTY DEED FROM LEWIS MARSHALL TO SANDRA LYNN MARSHALL IN DOCUMENT NUMBER 2000053238, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, THE SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING ALSO ALL OF THE FOLLOWING TRACTS CONVEYED TO THE S. R. SCOTT FAMILY LIMITED PARTNERSHIP: ALL OF THAT 408.27 ACRE TRACT, 417.93 ACRES, SAVE AND EXCEPT 9.656 ACRES, AS DESCRIBED IN A GENERAL WARRANTY DEED FROM SANDRA LYNN MARSHALL-DETEN AND DALE DETEN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005120, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; ALL OF THAT 408.27 ACRE TRACT, 417.93

ACRES, SAVE AND EXCEPT 9.656 ACRES, AS DESCRIBED IN A GENERAL WARRANTY DEED FROM LEWIS MARSHALL, AILEEN MARSHALL ROBERTS, KATHLEEN MARSHALL HARDIN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005121, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS; AND ALL OF THAT 9.656 ACRE TRACT AS DESCRIBED IN A GENERAL WARRANTY DEED FROM SANDRA LYNN MARSHALL-DETEN AND DALE DETEN TO THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP IN DOCUMENT NO. 2004005123, OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS, AS ORIGINALLY SURVEYED FOR E. H. SMARTT BY METCALFE ENGINEERING COMPANY, INC. AND UPDATED FOR STEVE SCOTT, THE S.R. SCOTT FAMILY LIMITED PARTNERSHIP AND MAK MARSHALL RANCH, L.P. BY METCALFE & SANDERS, INC., LAND SURVEYORS, 4800 SOUTH CONGRESS AVENUE, AUSTIN, TEXAS, SAID 417.93 ACRES OF LAND, MORE OR LESS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 1/2" steel pin with plastic cap set near corner of fence for the northeast corner of Lot 4-B of the Partition of the Ida Mae Burch Estate, a subdivision of a portion of the Jose Antonio Navarro Seven League Grant, Abstract No. 18, in Travis County, Texas, of record in Plat Book 9, Page 35, Plat Records of Travis County, Texas, and for an interior corner of that 417.93 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a Warranty Deed from E. H. Smartt to Percy A. Marshall and wife, Aileen C. Marshall in Volume 4540, Page 1618, Deed Records of Travis County, Texas, said 1/2" steel pin with plastic cap set being also the northwest corner of that 5.0 acre tract of land, a portion of the said 417.93 acre tract, designated as Tract Two and described in a Special Warranty Deed from Aileen Marshall Roberts, Independent Executor of the Estate of Aileen C. Marshall, Deceased to Lewis Marshall, Kathleen Marshall Hardin and Aileen Marshall Roberts in Volume 13379, Page 216, Real Property Records of Travis County, Texas, for the POINT OF BEGINNING and an interior corner of the herein described tract;

THENCE with the north line of said Lot 4-B and with the north end of Burch Drive and with the north line of Lot 5-B, of said Partition of the Ida Mae Burch Estate, and being also with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, courses numbered 1 through 4 inclusive as follows:

- (1) N 68°45' W 562.85 feet to a 1/2" steel pin found;
- (2) N 70°48' W 188.89 feet to a 3/4" iron pipe previously set and found this date;
- (3) N 70°15' W 241.67 feet to a 3/4" iron pipe previously set and found this date;
- (4) N 69°30' W 95.56 feet to a 1/2" iron pipe found at the northwest corner of said Lot 5-B and near a northeast corner of that 91.49 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, in Travis County, Texas, as described in a Special Warranty Deed from The Hills of Onion Creek Joint Venture to Travis County, Texas, in Volume 13165, Page 954, Real Property Records of Travis County, Texas;

- (5) THENCE with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and being along or near a

north line of the said Travis County 91.49 acre tract, N 69°12' W 89.34 feet to a 3/4" iron pipe previously set and found this date at corner of fence for a southwest corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and a northwest corner of the said Travis County, Texas 91.49 acre tract, said 3/4" iron pipe previously set and found this date being also the northeast corner of that 2.0 acre cemetery tract, a portion of the said Jose Antonio Navarro Seven League Grant, in Travis County, Texas, as described in a deed from R. F. Jones to E. P. Norwood, et al, in Volume 87, Page 242, Deed Records of Travis County, Texas, for a southwest corner of the herein described tract;

(6) THENCE with the average of an old and crooked fence along a west line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly east line of the said Travis County, Texas 91.49 acre tract, N 30°10' E 2639.0 feet to a 1" iron pipe previously set in the center of a gully and found this date at an interior corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly northeast corner of the said Travis County, Texas 91.49 acre tract, for an interior corner of the herein described tract;

(7) THENCE with a south line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, and the most northerly north line of the said Travis County, Texas 91.49 acre tract, N 60°38' W at 594.09 feet passing the most northerly northwest corner of the said Travis County, Texas 91.49 acre tract, in all 616.11 feet to a 1" iron pipe previously set on the south bank of Onion Creek at the most northerly southwest corner of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, for the most northerly southwest corner of the herein described tract;

THENCE downstream with the meanders of the southeast, east and south bank of Onion Creek and being also with the northwest, west and north line of the said Marshall 417.93 acre tract of record in Volume 4540, Page 1618, Deed Records of Travis County, Texas, courses numbered 8 through 39 as follows:

- (8) N 64°25' E 175.56 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (9) N 65°47' E 147.85 feet to an iron stake;
- (10) N 53°42' E 94.5 feet to an iron stake;
- (11) N 59°48' E 158.8 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (12) N 53°11' E 200.35 feet to an iron stake;
- (13) N 22°17' E 126.8 feet to an iron stake;
- (14) N 14°16' E 230.55 feet to an iron stake;
- (15) N 9°30' E 122.8 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (16) N 5°40' W 92.7 feet to a 3/4" iron pipe previously set and found November 14, 2003;
- (17) N 0°05' W 312.9 feet to an iron stake;

- (18) N 7°35' W 187.0 feet to an iron stake;
- (19) N 2°35' W 155.2 feet to an iron stake;
- (20) N 2°03' E 199.3 feet to an iron stake;
- (21) N 12°09' E 54.95 feet to an iron stake;
- (22) N 20°47' E 89.35 feet to an iron stake;
- (23) N 40°43' E 223.0 feet to an iron stake;
- (24) N 64°16' E 176.65 feet to an iron stake;
- (25) N 89°58' E 142.8 feet to an iron stake;
- (26) S 75°41' E 174.7 feet to an iron stake;
- (27) S 64°09' E 185.5 feet to an iron stake;
- (28) S 61°24' E 94.8 feet to an iron stake;
- (29) S 59°50' E 161.15 feet to an iron stake;
- (30) S 57°23' E 259.9 feet to an iron stake;
- (31) S 60°53' E 370.3 feet to an iron stake;
- (32) S 58°07' E 132.6 feet to an iron stake;
- (33) S 70°01' E 233.4 feet to an iron stake;
- (34) S 80°35' E 242.1 feet to an iron stake;
- (35) S 86°28' E 343.3 feet to an iron stake;
- (36) N 82°38' E 350.4 feet to an iron stake;
- (37) N 70°57' E 297.1 feet to an iron stake;
- (38) N 67°58' E 91.05 feet to an iron stake;
- (39) N 66°49' E 274.65 feet to an iron stake at the intersection of the wet bank of Onion Creek with the old bed of Onion Creek;

THENCE with the meanders of the south bank of old Onion Creek and the north line of the said Marshall 417.93 acre tract, courses numbered 40 through 42 inclusive as follows:

- (40) N 88°44' E 76.0 feet to an iron stake;
- (41) N 78°18' E 237.9 feet to an iron stake;
- (42) N 74°27' E 333.84 feet to a 1" iron pipe previously set and found this date on the south bank of the old bed of Onion Creek at the northeast corner of the said Marshall 417.93 acre tract and in or near the most northerly west line of that 284.0563 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in Warranty Deed with Vendor's Lien from The Johnson Family Limited Partnership to David L. Mellenbruch, et ux in Volume 12352, Page 1108, Real Property Records of Travis County, Texas, for the northeast corner of the herein described tract, and from which 1" iron pipe found a 36" Cottonwood (now dead) marked x bears S 85°30' E 66.6 feet and a 30" Elm marked x bears S 0°05' E 27.1 feet;

THENCE with the northerly prolongation of a fence and with said fence, and being also with the most northerly east line of the said Marshall 417.93 acre tract and along or near the most northerly west line of the said Mellenbruch 284.0563 acre tract, and being also along or near the west line of that 25.0000 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a Warranty Deed from David L. Mellenbruch, et ux, to Claire W. Dees in Volume 12352, Page 1104, Real Property Records of Travis County, Texas, and being also with the east line of that 9.656 acre tract, a portion of the said 417.93 acre tract, as described

in a Warranty Deed from Marshall Family Partnership to Lewis Marshall in Volume 9700, Page 615, Real Property Records of Travis County, Texas, courses numbered 43 through 44 inclusive as follows:

(43) S 29°57' W 3419.47 feet to a 3/4" iron pipe previously set and found this date at the northeast corner of the said Marshall 9.656 acre tract;

(44) S 29°10' W 364.91 feet to a 3/4" iron pipe previously set and found this date at the northeast corner of that 2.8 acre tract of land, a portion of the said Jose Antonio Navarro Seven League Grant, described as a forty foot wide lane for a County Road in a deed from Mrs. Ella J. Washington, Individually and as Independent Executrix of the T. P. Washington Estate to Travis County, Texas, in Volume 548, Page 273, Deed Records of Travis County, Texas, and the southeast corner of the said Marshall 9.656 acre tract, said 3/4" iron pipe found being the most northerly southeast corner of the said Marshall 417.93 acre tract and the present northeast corner of Dr. Scott Drive, for the most northerly southeast corner of the herein described tract;

(45) THENCE with the north line of the said Travis County, Texas 2.8 acre tract as fenced and the south line of the said Marshall 9.656 acre tract and being also with the north line of Dr. Scott Drive as fenced and used on the ground and a south line of the said Marshall 417.93 acre tract, N 59° 06' W 95.20 feet to a 1 1/4 " drill stem with 3/4" threads at the top previously set and found this date for the northwest corner of Dr. Scott Drive as fenced and used upon the ground and an interior corner of the said Marshall 417.93 acre tract, for an interior corner of the herein described tract;

THENCE with the west line of Dr. Scott Drive, as found fenced and used upon the ground, and the most southerly east line of the said Marshall 417.93 acre tract, courses numbered 46 through 48 inclusive as follows:

(46) S 28°50' W 2512.76 feet to a 3/4" iron pipe previously set and found this date;

(47) S 27°43' W 369.66 feet to a 3/4" iron pipe previously set and found this date;

(48) S 25°19' W 378.33 feet to a square head bolt found;

(49) THENCE with the west line of Dr. Scott Drive, as found fenced and used upon the ground, and the most southerly east line of the said Marshall 417.93 acre tract, S 29°33' W 390.99 feet to a concrete highway marker found at the intersection of the west line of Dr. Scott Drive with the north line of Texas State Highway No. 71, said concrete highway marker found being also the most southerly southeast corner of the said Marshall 417.93 acre tract, for the most southerly southeast corner of the herein described tract;

THENCE with the north line of Texas State Highway No. 71 and the most southerly south line of the said Marshall 417.93 acre tract, courses numbered 50 through 51 inclusive as follows:

(50) S 83°07' W 639.64 feet to a concrete highway marker found;

(51) S 83°06' W 1027.80 feet to a 3/4" iron pipe previously set and found this date at the most southerly southwest corner of the said Marshall 417.93 acre tract and the southeast corner of that 1.0 acre tract, a portion of the said Jose Antonio Navarro Seven League Grant, as described in a deed from Richard Sterling, et ux, to Israel Thompson, et ux, in Volume 1058,